Page 1

1   UNITED STATES DISTRICT COURT

2   NORTHERN DISTRICT OF OHIO

3   EASTERN DIVISION

4

5   _____

)

6   JAMES HAYDEN,   )

)

7   Plaintiff,   )

)

8   vs.   )   No. 1:17-cv-002635-CAB

)

9   2K GAMES INC. and TAKE-TWO   )

     INTERACTIVE SOFTWARE, INC.,   )

10   )

             Defendants.   )

11   )

     _____)

12

13   HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

14   SUBJECT TO THE PROTECTIVE ORDER

15   DEPOSITION OF ANTON DAWSON

16   San Francisco, California

17   Wednesday, January 22, 2020

18   Volume I

19

20

21   Reported by:

      CATHERINE A. RYAN, RMR, CRR

22   CSR No. 8239

23   Job No. 3838270

24

25   PAGES 1 - 139

1   UNITED STATES DISTRICT COURT

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     INTERACTIVE SOFTWARE, INC.,   )

10   )

)

          Defendants.   )

11   )

     _____)

12

13

14

15

16

17   Deposition of ANTON DAWSON, Volume I, taken on

18   behalf of Plaintiff, at Kirkland & Ellis LLP, 555

19   California Street, Suite 2700, San Francisco,

20   California, beginning at 9:13 a.m. and ending at 1:23

21   p.m., on Wednesday, January 22, 2020, before CATHERINE

22   A. RYAN, Certified Shorthand Reporter No. 8239.

23

24

25

                                                              Page 3

 1   APPEARANCES:

 2

 3   For Plaintiff:

 4   CALFEE, HALTER & GRISWOLD LLP

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10

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      For Defendants and the Witness:

12

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18

19   ALSO PRESENT:

20   JUSTYN SANDERFORD, Take-Two Interactive Software, Inc.

21

22

23

24

25

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 1                             INDEX

 2   WITNESS                                    EXAMINATION

 3   ANTON DAWSON

     Volume I

 4                       BY MR. ALEXANDER              7

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 7                           EXHIBITS

 8   NUMBER              DESCRIPTION              PAGES

 9   Exhibit 1   "PLAINTIFF'S NOTICE OF DEPOSITION OF      30

10               ANTON DAWSON" and "CERTIFICATE OF

11               SERVICE"; 3 pages

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13   Exhibit 2   NBA2K19 Online Manual under a page        33

14               entitled "Metadata"; Bates

15               TAKE-TWO_00000916 - TAKE-TWO_00000942;

16               28 pages

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18   Exhibit 3   Email series, "Subject: RE: flowchart     41

19               for heads etc" and attachments; Bates

20               TAKE-TWO_00005956 - TAKE-TWO_00005961;

21               7 pages

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23   Exhibit 4   Various documents under a page            53

24               entitled "Metadata"; 6 pages

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 3   Exhibit 5  "Metadata" and email series dated      80

 4              9/19/2016, "Subject: RE: tattoo

 5              question"; Bates TAKE-TWO_00004284; 2

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 8   Exhibit 6  "CNET, How NBA 2K18 got its insane      87

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12   Exhibit 7  Various documents under a page          99

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17   Exhibit 8  Various documents under a page         105

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19              TAKE-TWO_00002506 - TAKE-TWO_00002513;

20              10 pages

21

22   Exhibit 9  "SERVICES AGREEMENT" between 2K Games,  118

23              Inc. and Pixelgun Studio, LLC and

24              attachments; 48 pages

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 1                       EXHIBITS (Continued)

 2     NUMBER                    DESCRIPTION                   PAGES

 3     Exhibit 10  Various documents under a page               135

 4                 entitled "Metadata"; 8 pages

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```

1   San Francisco, California; Wednesday, January 22, 2020

2   9:13 a.m.

3

4   ANTON DAWSON,

5   having been administered an oath, was examined and

6   testified as follows:

7

8   EXAMINATION

9   BY MR. ALEXANDER:

10   Q   Hi, Mr. Dawson.

11   A   Hi.

12   Q   Good morning.

13   A   Good morning.

14   Q   My name is Andrew Alexander, and this is my

15   colleague, Georgia Yanchar. We are from Calfee Halter &

16   Griswold. We're the firm representing the plaintiff in

17   this case.

18   Have you ever been deposed before?

19   A   I don't believe so.

20   Q   Okay. Before we get started, can you just say

21   your name and address for the record.

22   A   Anton Dawson, 216 Southern Heights Boulevard,

23   San Rafael, California.

24   Q   Can you spell your first name.

25   A   A-n-t-o-n.

Page 8

```
 1        Q    Okay.  Thanks.

 2             Since you haven't been deposed before, I'm

 3   just going to talk a little bit about how this is going

 4   to go and some guidelines.  It's generally a

 5   conversation.  I'm going to ask you questions, and

 6   you're going to give me answers, and one unique thing

 7   about a deposition is that it's being recorded by the

 8   stenographer.  So everything is going to be on a written

 9   record.  So it's best if you give verbal answers instead

10   of nodding your head or shaking your head or saying

11   "mm-hmm."

12             Do you understand?

13        A    Yes.

14        Q    Okay.  And occasionally Ms. Cendali may object

15   and -- you know, preserving the record for her

16   objections.  You still have to answer the question.  The

17   one exception is:  If Ms. Cendali instructs you not to

18   answer based on a privilege, at that time I'll ask you

19   if you're following your attorney's instructions, and

20   we'll move on.

21             Is there anything, sitting here today, that's

22   preventing you from giving truthful answers to my

23   questions?

24        A    No, there is not.

25        Q    Is there any reason why you wouldn't be able
```

1   to understand my questions, like, currently on any

2   medication or anything like that?

3   A   No.

4   Q   Okay. Can you tell me a little bit about your

5   background, starting with your education.

6   A   I went to University of Washington for

7   college, political science degree. I went to Cornell

8   Law School, got a law degree there. That's the --

9   that's the extent of my education.

10   Q   Okay. What -- what year did you graduate from

11   University of Washington?

12   A   1993, I believe.

13   Q   And you said that's a political science --

14   A   Yes.

15   Q   -- major?

16   And then what year did you graduate law

17   school?

18   A   1997.

19   Q   And that was Cornell?

20   A   Correct.

21   Q   What did you do after you graduated law

22   school?

23   A   I worked at the public defender office in

24   Seattle, Washington.

25   Q   How long did you do that?

Page 10

```
 1       A     Approximately three years.

 2       Q     When you were in law school, did you do any

 3   summer internships or anything?

 4       A     Yes.

 5       Q     Can you describe those?

 6       A     I did one at the Capital Defender Office in

 7   Albany, New York, and one at the -- I'm trying to recall

 8   the name, but it was in Houston, Texas, and it was

 9   representing death row inmates.

10       Q     Okay.  Did you have an intention to go into

11   criminal law after you graduated law school?

12       A     Yes.

13       Q     Then -- so you were with the public defender's

14   office where at for three years?

15       A     Seattle.

16       Q     Seattle.

17             And then what did you do after that?

18       A     Then I came to Visual Concepts and started as

19   an animator.

20       Q     Can you describe what prompted that switch?

21       A     My brother was in the industry, and it seemed

22   attractive, and I was ready for a change.

23       Q     Okay.  How is your brother in the industry?

24       A     He was working at Visual Concepts at the time.

25       Q     What's your brother's name?
```

1   A   Daniel Dawson.

2   Q   Do you have any art background?

3   A   Not formally.

4   Q   Okay. But informally?

5   A   Yes.

6   Q   Can you describe that?

7   A   Just, you know, taking classes, painting,

8   drawing as a kid just as ...

9   Q   Okay.

10   A   It's been something that's always been of

11 interest to me, so ...

12   Q   What kind of classes have you taken?

13   A   Oil painting, sculpture, illustration.

14   Q   Do you do any of that as a hobby?

15   A   Not recently, but I have.

16   Q   Okay. Did you have any kind of -- strike

17 that.

18   When you started as an animator, can you

19 describe what that job entailed?

20   A   With sports video games, the animation is

21 largely motion-capture based. So most of the animation

22 involves evaluating that data and looking for errors and

23 cleaning the data or repairing the errors.

24   Q   What kind of background prepared you to become

25 an animator at Visual Concepts?

Page 12

```
 1      A    I taught myself.  I -- I asked my brother, you

 2   know, what -- what books he suggested I read, what

 3   courses he suggested that I -- I say "courses," but DVDs

 4   or whatever.  I just asked him what -- you know, what he

 5   recommended, and I taught myself to sort of put a

 6   portfolio together to be in a position to apply for a

 7   job.

 8           I -- I -- I forgot, actually, there was an

 9   additional job between public defense and being an

10   animator where I was -- it was Preston, Gates & Ellis, a

11   law firm that was doing -- they needed attorneys to do

12   document review for the Microsoft litigation, and it was

13   a job that was -- it made it easy for me to -- it was a

14   9:00 to 5:00 job that I could just do and come home and

15   work on my portfolio as an artist.  So there was a block

16   of six months or so where I was doing that.

17      Q    Okay.  So you built up a portfolio before you

18   started at Visual Concepts?

19      A    Correct.  I had a demo reel.

20      Q    Okay.  What did that demo reel consist of?

21      A    It was modeling and -- so modeling is, you

22   know, making 3D models and textures.  There were, I

23   think, three subjects on there and then a short

24   animation that was based on Clint Eastwood,

25   "Unforgiven."
```

Page 13

```
 1        Q     Were any of the modeling or texture pieces in

 2    your portfolio sports related?

 3        A     No.

 4        Q     Okay.  So what year was that that you started

 5    at Visual Concepts?

 6        A     2001.

 7        Q     And you started as an animator?

 8        A     Correct.

 9        Q     What was your next position at Visual

10    Concepts?

11        A     Well, they call it "rigger," or a technical

12    artist.

13        Q     What's that?

14        A     A rigger takes -- puts the bones in a model

15    and sets them up for an animator to use to manipulate.

16        Q     Is there a technical word for the bones?

17        A     Just joints or bones.

18        Q     Joints and bones.

19              What year did you start as a rigger?

20        A     It's hard to say exactly because it was very

21    fluid.  Like, I was still doing some animation and some

22    rigging.  I don't even know if there was a formal title

23    change, but it was probably 2002 or 2003.

24        Q     And then after that, what was your next job

25    title change?
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 1        A     There was a point where I led a group of three

 2    people called the Advanced Visuals group.

 3        Q     Can you describe that?

 4        A     The idea was to investigate graphics

 5    technologies for -- that wouldn't necessarily apply to

 6    today's game but might -- might have applications in the

 7    future.

 8        Q     Okay.

 9        A     It was more of a research position.

10        Q     Okay.  And when you're -- so what year was

11    that?

12        A     It would have been around 2005, I think.

13        Q     From 2001 to 2005, what types of games did you

14    work on?

15        A     Football and basketball.

16        Q     And what came after the Advanced Visuals

17    group?

18        A     We worked on a short film called Anatomy 101,

19    which was in some film festivals, and the techniques

20    that we used to make that film were communicated to the

21    team, and -- and some -- some of those techniques were

22    used in the game.

23        Q     Who do you mean by "we"?

24        A     The members of the group, the three of us.

25        Q     The Advanced Visuals group?
```

```
 1        A    Correct.

 2        Q    Who were the other two individuals?

 3        A    Joseph Clark and David Dame.

 4        Q    So when did you make that short film?

 5        A    It would have been around the same time.

 6   Around 2005.  I can't recall exactly.

 7        Q    Okay.  And then what did you do after that?

 8   What was your next title change at Visual Concepts?

 9        A    At that point I resigned.  I went to work for

10   a company called ImageMovers Digital, which was a Disney

11   company.

12        Q    What did they do?

13        A    They made a movie called "A Christmas Carol."

14        Q    What did you do on the movie?

15        A    I was responsible for character rigging of

16   Scrooge's face and some other characters.

17        Q    What's character rigging?

18        A    It's the -- setting up a mesh or a skin with

19   controls that allow it to move in a realistic way.

20        Q    Is the mesh what you would put over the bones

21   and joints?

22        A    Yes.

23        Q    So you were involved in making the -- the

24   mesh?

25        A    There was a lot of people involved in making
```

1   the mesh. It went through a lot of iterations, but I

2   was involved in setting up controls to manipulate that

3   mesh so that it could animate.

4   Q   Okay. What year was that, around?

5   A   2005. You know, it was around that same time

6   period.

7   Q   Okay. How long were you with the Disney --

8   what was it? -- image makers?

9   A   ImageMovers --

10   Q   Image --

11   A   -- Digital.

12   I believe it was around three years. It ended

13 up -- it ended up being closed by Disney after they made

14 a couple of films.

15   Q   So starting in 2008, you started something

16 new?

17   A   That sounds about right, yeah. Then I worked

18 for a company called Atomic Fiction.

19   Q   What's that?

20   A   A visual effects company.

21   Q   What did you do there?

22   A   More character rigging. We worked on a movie

23 called "The Walk" and "Transformers," "Boardwalk

24 Empire," HBO show.

25   Q   You did animation for those?

```
 1        A    I did a variety of things.  I did some

 2   simulation work for "Transformers" where we had to make

 3   it look like there were humans that were being blown up

 4   by robots.

 5        Q    Sounds fun.

 6        A    I did -- on "Boardwalk Empire," there was a

 7   character whose face was supposed to -- half of his face

 8   was supposed to be damaged in the war, and so -- but the

 9   actor didn't actually have a damaged face.  So I needed

10   to build the model and manipulate the model so that it

11   looked like he had a damaged face.

12             And on "The Walk," we made a digital double of

13   Joseph Gordon-Levitt so that his face could be

14   superimposed over the stuntman's face in what's called a

15   "digital double."

16        Q    Okay.  How long were you with Atomic Fiction?

17        A    Around three years as well.

18        Q    So then in 2011 you got a new job?

19        A    Well, all of these, around three years.  Like,

20   it -- it might be three and a half or whatever.

21        Q    Sure.

22        A    The next thing that I did was found Pixelgun

23   Studio, and that was in 2012.

24        Q    Okay.  Can you tell me about what led to

25   finding Pixelgun Studio?
```

Page 18

```
 1        A    Yes, I was working with Visual Concepts on --

 2    you know, they were interested in implementing some film

 3    techniques for the next generation of video games, and I

 4    had -- when I was at Atomic Fiction, I had done a test

 5    for them with one character that had been scanned, and

 6    they were very interested in the idea of scanning the

 7    players in the NBA, and so I founded a company -- I knew

 8    a lot about scanning or photogrammetry, and so I decided

 9    to find a company for that purpose with the hopes that I

10    would get a contract with Visual Concepts, but no

11    guarantee, but I was intending to just have the company

12    do that.

13        Q    You said filmatography [sic]?

14        A    Photogrammetry.

15        Q    Photogrammetry, okay.

16             Can you tell me a little bit about that?

17        A    Photogrammetry is a process where software

18    takes a collection of photographs and creates a 3D model

19    from those photographs.

20        Q    Did you design the software, then?

21        A    No.

22        Q    Who makes the software?

23        A    There's a company called Agisoft.

24        Q    And you got proficient in that software?

25        A    Yes.
```

```
 1        Q    So you said you were working with Visual

 2   Concepts when you founded Pixelgun.

 3             Was that in a formal capacity?

 4        A    Yes.

 5        Q    So you were employed by Visual Concepts?

 6        A    No.  I was working with them on a test where

 7   they hired Atomic Fiction, and at the time I was working

 8   for Atomic Fiction.  I later founded my own company in

 9   the event that there was a demand for photogrammetry

10   services on a large scale.

11        Q    Had Visual Concepts been using photogrammetry

12   when you founded Pixelgun?

13        A    No, only for that test.

14        Q    Can you tell me what you did for that test.

15        A    We 3D-scanned Blake Griffin, NBA player, and

16   two other characters and rendered it in a

17   photo-realistic way.

18        Q    And what did Visual Concepts think?

19        A    They were impressed, and they -- they thought

20   it was -- they thought it looked realistic.

21        Q    How many cameras does it take to capture the

22   collection of photographs?

23        A    It varies.

24        Q    What's it vary on?

25        A    It depends on what you want to sample.  It
```

```
 1   depends on what it's made of.  It depends on what the

 2   lighting conditions are.

 3        Q     How many did you use for the Blake Griffin

 4   scan?

 5        A     I can't say for sure, but I think it was in

 6   the 30s.  Something like that.

 7        Q     And how are they rigged up?

 8        A     In that case, it was a vendor called Gentle

 9   Giant that did 3D laser scanning, which was an older

10   technology, and they scanned Blake Griffin's body.  The

11   -- what we used photogrammetry for was Blake Griffin's

12   head.  So those cameras were mounted in an array around

13   his head to capture his face and facial expressions.

14        Q     Okay.  What's 3D laser scanning?

15        A     It's not really an area of expertise for me,

16   which is why we hired another company to do it.  So I

17   wouldn't be able to speak too intelligently about it.

18   It's just another technique to acquire a 3D model that

19   doesn't use photographs.

20        Q     Okay.  So they don't use cameras?

21        A     No, they use a laser.

22        Q     They use lasers.

23              So you did this test.  Visual Concepts thought

24   it looked accurate.

25              Then did they hire you -- hire Pixelgun to
```

Page 21

```
 1    work on the next game?

 2         A    Eventually, yes.

 3         Q    Not immediately?

 4         A    I mean, it just took a couple months to set

 5    everything up, yeah.

 6         Q    Okay.  What game was that?

 7         A    NBA 2K14.

 8         Q    When you did that test, who were you

 9    interacting with at Visual Concepts?

10         A    The art director, Alvin Cardona.

11         Q    Was he the person who was impressed with the

12    3D model?

13         A    Yes.

14         Q    Do you remember what he said about it?

15         A    No, not -- not exactly.  Just he was pleased.

16         Q    Did he think it would improve on NBA 2K13?

17              MS. CENDALI:  Objection.  Form.

18    BY MR. ALEXANDER:

19         Q    You can answer.

20         A    I don't know.  I don't know what he was

21    thinking.

22         Q    Do you think the graphics improved from NBA

23    2K13 to NBA 2K14?

24         A    That was when there was a console shift from

25    PlayStation 3 to PlayStation 4.  Generally, when that
```

Page 22

1   happens, graphics improve.

2   Q   Is that also when Xbox 360 changed to Xbox

3   One?

4   A   That is correct.

5   Q   Okay. Was there anybody else you were working

6   with on the test?

7   A   No, that was our -- that was our primary point

8   of contact.

9   Q   Did -- did you have any employees at the time?

10   A   Well, the test was done while I was still at

11   Atomic Fiction, so no.

12   Q   And then you left Atomic Fiction to form

13   Pixelgun?

14   A   Correct.

15   Q   And around that time, did you form a formal

16   relationship with Visual Concepts?

17   A   Around that time, yes.

18   Q   So you signed an agreement with them to

19   perform some services for them?

20   A   Correct.

21   Q   Did you have any employees at -- at that time?

22   A   Yes. Yes, I believe so.

23   Q   How many?

24   A   Just a handful. It was just starting out,

25   so --

Page 23

1   Q   Five?

2   A   Probably something like that.

3   Q   Around five?

4   A   Yeah.

5   Q   Do you remember any of their names?

6   A   Simranjit Mahil was one. Brian Friesinger.

7   Q   Okay. Do you currently work for Visual

8 Concepts?

9   A   For Take-Two Interactive, and, yeah, Visual

10 Concepts is part of that, so -- so, yes, I do.

11   Q   When did you become employed by them?

12   A   Also in 2012. I believe it was -- it might be

13 December or late November. Something like that.

14   Q   Okay. What do you currently do for Visual

15 Concepts?

16   A   I am the studio art director.

17   Q   What's that?

18   A   Just I am generally responsible for making

19 sure that the art team has the resources it needs to

20 make the game.

21   Q   Do you -- who is your boss?

22   A   My boss is Greg Thomas.

23   Q   What's his title?

24   A   President of Visual Concepts.

25   Q   Okay. Do you have any other bosses?

Page 24

```
 1        A     No.  It's a very -- kind of a loose, flat

 2    structure at the company.  So it's -- yeah, it's not

 3    very corporate.  So ...

 4        Q     Okay.  What do you mean?  There's no -- it's a

 5    loose structure?

 6        A     I just -- I -- you know, I just mean, like,

 7    there's no org chart.  You know, it's -- it's loose.

 8        Q     Does that mean some people don't necessarily

 9    know who their boss is?

10        A     No, I'm not saying that.

11        Q     Is it unclear who -- who works under whom?

12        A     No, I wouldn't say that.

13        Q     Okay.  So you said you're in charge of

14    ensuring that who have their resources?

15        A     The art department.

16        Q     The art department.

17              How big is the art department?

18        A     It -- it varies.  Fifty or sixty artists.

19        Q     And these artists -- do they work on a variety

20    of games?

21        A     Currently, they work just on the NBA title.

22        Q     Okay.  So 50 to 60 artists work on the current

23    NBA title?

24        A     Correct.

25        Q     What's the current title?
```

```
 1        A    The most recent release was NBA 2K20.

 2        Q    Okay.  And what -- are there any games in

 3   development right now?

 4        A    NBA 2K21.

 5        Q    Any other ones?

 6        A    Not by this team.

 7        Q    Okay.  But another team may be working on an

 8   NBA game?

 9        A    Oh, no, not an NBA game.

10        Q    Okay.  So do those 50 to 60 -- did you call

11   them artists?

12        A    I did.

13        Q    Do they work directly under you?

14        A    They work for leads.

15        Q    Okay.

16        A    And there are also -- there's an NBA art

17   director and a technical art director.

18        Q    So there's two art directors?

19        A    There's -- they split it up into more

20   technical and less technical, so divide their -- their

21   roles, and I'm more a studio-level art director.  So,

22   like I say, some of that involves the NBA game, and some

23   of it involves things like whether somebody has a

24   comfortable chair or not.

25        Q    So what's -- can you tell me what's the
```

```
 1    difference between a studio art director and a technical

 2    art director?

 3          A    Well, kind of like what I just said, is, like,

 4    a technical art director might be responsible for

 5    evaluating how data moves through the pipeline,

 6    reviewing code.  And I might be responsible for

 7    evaluating performance for bonuses, discussing space

 8    requirements, evaluating outsourcing needs, things like

 9    that.

10          Q    Who do you interact with the most at Visual

11    Concepts?

12          A    Probably Joel Friesch, the NBA art director.

13          Q    Is he -- does he report to you?

14          A    Yes.

15          Q    Is there anybody else that reports to you?

16          A    Mike Miller, the technical art director.

17          Q    Anybody else?

18          A    They have reports that report to them, but

19    generally that's the way it -- you know, those are my

20    two -- two main people that report to me.

21          Q    Okay.  So Joel -- is it Friesch?

22          A    Yeah.

23          Q    He's the NBA art director?

24          A    Correct.

25          Q    And then how many people work under him?
```

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1   A   There are groups that -- there are teams. So

2   there's, like, an animation team, a character team, a

3   technical art team, a UI team, and an environment team.

4   Q   What's UI?

5   A   User interface.

6   Q   Okay. So what does the character team do?

7   A   They're responsible for the -- the look of the

8   NBA players and also the -- the ability for a consumer

9   to create their own avatar. They -- they author those

10   -- those assets as well and, in addition to players,

11   referees, crowd -- you know, just people. They are

12   responsible for making digital people.

13   Q   Okay. What about other digital things in the

14   game that aren't people? Who's responsible for making

15   those?

16   A   Well, like, the arenas would be built by the

17   environment team.

18   Q   Oh, I see.

19   Can you give me any other examples of

20   nonhumans that Visual Concepts creates?

21   A   The Neighborhood, which is sort of an

22   open-world environment. That would be created --

23   that's, you know, buildings and cars and things. That

24   would not be done by the character team.

25   Q   Who does that?

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```
 1        A      The environment team.

 2        Q      Okay.

 3        A      Any kind of props, you know, coffee mug,

 4   glass, things like that.  There's also a lighting team.

 5   And so, you know, the character team would not be

 6   responsible for lighting the characters or objects.

 7        Q      Okay.  How many people are part of the

 8   character team?

 9        A      Six to eight.

10        Q      Do you know their names?

11        A      Yeah.

12        Q      Can you tell me?

13        A      Ann Sidenblad, Tim Auer, Chris Darocca, Yuki

14   Yamamura, Andy Foster, Winnie Hsieh.

15        Q      Is that everybody?

16        A      I believe I got them all.

17        Q      Okay.  So how many hours of work would you say

18   that you devote to being a studio art director?

19        A      Well, like, a week?

20        Q      Mm-hmm.

21        A      At least 40.  More if it's a busy season.

22        Q      When is the busy season?

23        A      Summer is, usually.

24        Q      Why is it busy in the summers?

25        A      It's right before the game is about to be
```

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```
 1    approved to be shipped, so there's a lot of things to

 2    finish up.

 3         Q    And you said you're also the founder of

 4    Pixelgun?

 5         A    That's correct.

 6         Q    And that's a separate -- separate entity than

 7    Visual Concepts?

 8         A    Correct.

 9         Q    How many hours a week do you spend working on

10    Pixelgun matters?

11         A    I try not to spend any.

12         Q    You have people working under you at Pixelgun

13    that handle that?

14         A    Yes.

15         Q    Can you tell me who you -- who directly

16    reports to you at Pixelgun?

17         A    Mauricio Baiocchi.

18         Q    Baiocchi?

19         A    Mm-hmm.

20         Q    Okay.  What's his title?

21         A    Executive producer.

22         Q    Is there anybody else that directly reports to

23    you?

24         A    He handles pretty much everything for me,

25    so --
```

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```
 1        Q    Okay.  So --

 2        A    No.

 3        Q    -- does he have people that report to him?

 4        A    Yes.

 5        Q    How many?

 6        A    It fluctuates.  There are -- because there are

 7   some contractors and some full-time employees.  In terms

 8   of full-time employees, there's one, two -- I think

 9   four.

10        Q    Can you name them?

11        A    Bill Gale, Simranjit Mahil, or Sunny, Ben -- I

12   don't know why his last name is escaping me right now,

13   and Stephan Osterburg, but he's only been there for a

14   couple months.

15             (Exhibit 1 was marked for identification.)

16   BY MR. ALEXANDER:

17        Q    Okay.  I'm going to hand you what's been

18   marked as Exhibit 1.

19             THE REPORTER:  This one is for your counsel.

20   That one is for you.

21   BY MR. ALEXANDER:

22        Q    We kind of blew right past this one, but have

23   you seen this document?

24        A    Yes.

25        Q    Can you read what's underlined there kind of
```

1   in the middle of the page?

2   A   Underlined? Oh. Just "PLAINTIFF'S NOTICE OF

3   DEPOSITION OF ANTON DAWSON."

4   Q   And you understand that you're here today to

5   give testimony in relation to the case captioned James

6   Hayden v. 2K Games Inc. and Take-Two Interactive

7   Software, Inc.?

8   A   Yes.

9   Q   Revisiting the Visual Concepts organizational

10   structure, what other departments are there besides the

11   art department?

12   A   Loosely speaking, there's the -- there's QA,

13   which is off-site, that they are responsible for

14   reviewing the game for bugs.

15   Q   What kind of bugs?

16   A   Just usability bugs, things that would

17   frustrate a consumer.

18   Q   Okay. Does that include visual bugs?

19   A   Some sometimes.

20   Q   Can you give me a couple examples of visual

21   bugs?

22   A   Yeah. There could be somebody's texture is

23   not drawn properly, so their skin is completely blue or

24   something like that. That would, you know -- that would

25   be a bug.

```
 1        Q    Okay.  And what would QA do when they saw

 2    that?

 3        A    They would submit a bug report, and then that

 4    would go to someone in the production team who would

 5    distribute that bug to the appropriate group.

 6        Q    Is the production -- is that -- is that

 7    another department along with quality -- or QA -- is

 8    that quality assurance?

 9        A    Yeah.

10        Q    Okay.  And then production, is that a separate

11    department?

12        A    Yeah, that's a separate department.  That's --

13    so the collection of people that report to the executive

14    producer, they are game designers, is -- and, yeah, they

15    are responsible for designing the features of the game

16    and planning how they -- how they happen.

17        Q    Who is the executive producer?

18        A    Jeff Thomas.

19        Q    Okay.

20        A    And then the other group would be the

21    engineers, and they're responsible just for writing the

22    code and the game engine to make the -- make the game

23    function.

24        Q    Okay.  Do you know how many people are in the

25    QA department?
```

```
 1        A     I do not.

 2        Q     What about the production department?

 3        A     I do not.

 4        Q     And the engineering --

 5              MS. CENDALI:  Just -- just let -- just let

 6   counsel finish his question before you start answering

 7   it because it gives, A, me a chance to raise an

 8   objection, but I suspect the court reporter would

 9   appreciate it because she can, then, not type two

10   people's words simultaneously.

11              THE WITNESS:  Understood.

12   BY MR. ALEXANDER:

13        Q     Do you know how many people are in the

14   engineering department?

15        A     I do not.

16              MR. ALEXANDER:  I'm going to hand you what's

17   marked Exhibit 4 -- sorry.  This is 2.

18              (Exhibit 2 was marked for identification.)

19              THE WITNESS:  I should put this in the basket?

20              THE REPORTER:  Please.

21              The bottom is counsel's.

22              THE WITNESS:  The bottom is counsel's?

23              THE REPORTER:  Yes.

24   BY MR. ALEXANDER:

25        Q     The first page of this is metadata.
```

1   Do you know what metadata is?

2   A   In a general sense, I do. I don't -- I don't

3 really know what it is in this context.

4   Q   It's just data that was produced along with

5 the document by Take-Two Interactive when they produced

6 this document.

7   And if you move -- I see you're flipping

8 through it now.

9   Do you recognize this document?

10   A   I do not.

11   Q   What's it say there on the cover right in the

12 middle?

13   MS. CENDALI: Which page are we talking about?

14   MR. ALEXANDER: The Bates number that ends in

15 -916.

16   THE WITNESS: It says: "NBA 2K 19."

17 BY MR. ALEXANDER:

18   Q   And then at the very top, what does it say?

19   A   "Xbox One."

20   Q   Does this -- does this jog your memory at all

21 of what this document may be?

22   A   It looks like a user manual for the game, but

23 I don't know what its origin is, and I'm not responsible

24 for the layout or the -- you know, that's why it's --

25 that's why it's not really familiar to me, because

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1   that's not something I generally am connected to.

2   Q   But you would agree this looks to be the --

3   like, the user manual for NBA 2K19?

4   MS. CENDALI: Objection. It mischaracterizes

5   testimony. Asked and answered.

6   THE WITNESS: I'm not -- like I said, I'm not

7   sure where it's from, like, whether this was printed

8   from some online source or, you know, where it

9   originated, but it -- just as a person looking at it, it

10   appears to be a guide that tells a user how to use the

11   controls for the game.

12   BY MR. ALEXANDER:

13   Q   Okay. Do you know who was responsible for the

14   contents of this document?

15   A   I do not.

16   Q   Can you turn to the page ending in Bates

17   number -928.

18   And when I refer to "Bates number," I'm

19   talking about the number in the bottom right-hand corner

20   that starts with "TAKE-TWO."

21   A   Yes, I -- I'm there.

22   Q   Do you see, in the middle column, towards the

23   bottom it says: "STUDIO ART DIRECTOR"?

24   A   Yes.

25   Q   Who are the two names listed under that?

1   A   Matt Crysdale and Anton Dawson.

2   Q   So you're listed under there, and Matt

3   Crysdale is listed.

4   You're both listed as studio art directors?

5   A   That's correct.

6   Q   Does Matt Crysdale -- was his role in this

7   game the same as your role?

8   A   No. We -- we split our responsibilities

9   differently.

10   Q   Does he have the same people reporting to him

11 as you do?

12   A   Officially, it's possible that he does in

13 terms of he may be approving their time cards and

14 things, but day to day, I think that, you know, I'm

15 interacting more with Joel Friesch and Mike Miller than,

16 probably, Matt is.

17   Q   Okay. Can you give me a general sense of what

18 kind of things Matt does?

19   A   It would be hard for me to speak in detail

20 about it because, you know, we kind of have separate

21 things, but I know that he -- a lot of the things that I

22 do with regard to interviewing, recruiting, salary,

23 bonuses, office space, things like that -- a lot of

24 those responsibilities we share. So if I'm too busy

25 working with an artist on a given part of the game, I

```
 1    may ask him if he can handle some of those things.  So

 2    -- so in that sense, we sort of share the role.

 3         Q    Does he share the other roles you have besides

 4    the ones you just listed?

 5              MS. CENDALI:  Objection to form.

 6              THE WITNESS:  Which roles in particular?

 7    BY MR. ALEXANDER:

 8         Q    So you said you may share recruiting, salary,

 9    and some other administrative-sounding roles.

10         A    Mm-hmm.

11         Q    Does he share the other roles you have in the

12    game?  Let me -- let me rephrase that.

13              So you work with Joel Friesch, correct?

14         A    Yes.

15         Q    And he's the NBA art director?

16         A    Yes.

17         Q    And he oversees several teams, correct?

18         A    Correct.

19         Q    And some of those include animation character

20    tech; is that right?

21         A    Yes.

22         Q    Can you -- can you tell me a little bit about

23    what relationship you have in overseeing tasks related

24    to those teams?

25              MS. CENDALI:  Objection to form.
```

```
 1              THE WITNESS:  Can you maybe restate the

 2      question?

 3              MR. ALEXANDER:  Yeah.

 4         Q    Do you oversee the work that Joel Friesch

 5      does?

 6         A    Some of it.  Not -- not all of it.  He -- he

 7      does work independently on a lot of things.  I -- I

 8      wouldn't say that every single thing that he is

 9      responsible for goes across my desk.

10         Q    Okay.  Can you tell me what your job

11      responsibilities are?

12         A    They are to -- I believe I stated before that

13      they are to ensure that the art team has the resource --

14      resources that it needs to get the game done.  So if --

15      if there's a problem, if there's something that is

16      preventing them from hitting their deadlines or hitting

17      a target, then generally they will come to me and ask --

18      you know, ask for input, ask for resources.

19         Q    You -- you mentioned that you're responsible

20      for outsourcing needs.

21              Can you expand on that?

22         A    If there's a given problem or, say, there is a

23      feature of the game that is designed, I will, with the

24      art directors, make an evaluation or a capacity

25      assessment to decide if we internally have the resources
```

1   to build the thing that's been asked to be built. If we

2   do not, then some members of the art producers will

3   solicit bids from vendors, and I occasionally -- not

4   always -- review those bids, see if I think they are

5   reasonable, and if they are, then I will make a request

6   for approval to outsource to that vendor, but I don't

7   have my own budget that I have. I have to request that,

8   but I essentially just do a sanity check to make sure

9   that it's a reasonable decision to --

10   Q   Sorry. Go ahead.

11   A   -- to outsource to a given vendor.

12   Q   Would you make that budget request to Greg

13   Thomas?

14   A   It would depend on -- on what the subject

15   matter was that we are outsourcing. There are occasions

16   when that budget request might be made to Jeff Thomas.

17   Q   Okay. What kinds of resources do you ensure

18   that the teams have to do their job?

19   A   Like I said, sometimes it is outsourced to

20   vendors. Sometimes they will tell me that they would

21   like to hire an additional artist to -- for their team

22   because they just feel like they don't have enough

23   internal resources, in which case Matt and I would work

24   together to make a job posting, do preliminary

25   conversations with the candidate, set up interviews and

```
 1    decide on a -- whether we want to make an offer to that

 2    candidate.  Yeah.

 3         Q    Were you the studio art director for NBA 2K20?

 4         A    Yes, that has been -- yes, I was.

 5         Q    What about NBA 2K18?

 6         A    Yes.

 7         Q    What about NBA 2K17?

 8         A    Yes.

 9         Q    And NBA 2K16?

10         A    Yes.

11              MR. ALEXANDER:  I'm going to hand you what's

12    -- what will be marked as Exhibit 3.

13              THE WITNESS:  Would it be all right if I got

14    some more coffee?

15              MR. ALEXANDER:  Yeah.  Do you want to take a

16    short break or --

17              MS. CENDALI:  I'll just --

18              THE WITNESS:  Thank you.

19              MS. CENDALI:  Why don't you just get the

20    coffee, and we'll keep talking.

21              MR. ALEXANDER:  Okay.

22              MS. CENDALI:  It seems a little early for a

23    break.

24              THE WITNESS:  Yeah, I don't need a break.  I

25    just need some coffee.
```

1   Thank you.

2   MS. CENDALI: One of the benefits of not

3   having videography is you can get up and walk and get

4   coffee and not have a lot of wires tracking.

5   MR. ALEXANDER: Exhibit 3.

6   (Exhibit 3 was marked for identification.)

7   BY MR. ALEXANDER:

8   Q   Before I start asking you about this specific

9   document, do you have an understanding of how the

10   characters are made in the NBA 2K games?

11   A   I have some understanding of that, yes.

12   Q   Do you have any job responsibilities that are

13   related to creating the -- the characters?

14   A   Not directly, no. I mean, I -- the character

15   team is responsible for the characters. There are

16   occasions when they may ask me for my advice.

17   Q   Okay. You have a lot of experience, though,

18   in animation, correct?

19   A   Correct.

20   Q   So can you just take a quick look at the

21   document you were handed, Exhibit 3. And in particular,

22   if you could take a look at the -- this is an email, and

23   there's an attachment that starts on the Bates number

24   that ends in -5957. It's TAKE-TWO 00005957.

25   A   Yeah. Is it all right if I review the entire

```
 1    document first?

 2         Q    Yeah, if you can just tell me if you've ever

 3    seen this before.

 4         A    I don't recognize it.

 5         Q    Can you take a look at the email on the front.

 6              MS. CENDALI:  Have you had a chance to look at

 7    the document?

 8              THE WITNESS:  I haven't had a chance to read

 9    every bit of it, but I've had -- I've had a chance to

10    briefly review it, yes.

11              MS. CENDALI:  Okay.

12              THE WITNESS:  Sorry.  The first page?  The

13    email?

14    BY MR. ALEXANDER:

15         Q    Yeah.  Can you read the date there on the top

16    email?

17         A    11/6/2015.

18         Q    And then can you read the subject?

19         A    Character flow charts or -- sorry --

20    "flowchart for heads etc."

21         Q    And then the attachment says:  Character flow

22    chart -- Character flowCharts.xlsx, correct?

23         A    Correct.

24         Q    Are you familiar with any of the people in the

25    to/from lines on this email?
```

```
 1        A    Yes.

 2        Q    Can you tell me who they are?

 3        A    Stewart Graff is a tech art lead.  Stephanie

 4   Morgan and Heather Marshall are no longer with the

 5   company.  Stephanie was an art producer.  And Heather

 6   Marshall was a character lead.

 7        Q    What does a character lead do?

 8        A    They're responsible for the creation and

 9   maintenance of digital people.

10        Q    And can you see that this document is sent --

11   the earliest -- excuse me.  Strike that.

12             The latest email in this thread is sent by

13   Heather Marshall, right?

14             MS. CENDALI:  Objection.  Foundation to this

15   line.  He's not on this document.  Objection.

16             THE WITNESS:  What was the question?

17   BY MR. ALEXANDER:

18        Q    The -- this document is an email sent by

19   Heather Marshall?

20             MS. CENDALI:  Same objection.

21             THE WITNESS:  Yes, it appears that the overall

22   mail was from Heather Marshall.

23   BY MR. ALEXANDER:

24        Q    And what does she say there in that message?

25             MS. CENDALI:  Objection.  Foundation.
```

```
 1    BY MR. ALEXANDER:

 2         Q     Can you read that, please?

 3         A     It says:  "Here ya go probably not finished

 4    yet but helps a bit I think.  Note.. there are more than

 5    one Sheet in this doc."

 6         Q     So if you flip to the next page that has the

 7    metadata for this document -- do you see that?

 8         A     Yes.

 9         Q     Can you see where it says:  "Extension"?

10         A     Yes.

11         Q     And then it lists the Character

12    flowCharts.xlsx underneath that?

13         A     Yes.

14         Q     That's the metadata for the following document

15    that starts with TAKE-TWO 00005957.

16               MS. CENDALI:  Objection.  Foundation.

17    BY MR. ALEXANDER:

18         Q     Does this appear to be a character flow chart?

19               MS. CENDALI:  Objection.  Foundation.

20               THE WITNESS:  Its title says that.  I'm not --

21    I'm not familiar with this document.

22    BY MR. ALEXANDER:

23         Q     Are you familiar with the term "character

24    unique assets"?

25         A     I'm reading it on the document, but it's not
```

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1   -- it's not language that we generally use, no.

2   Q   When you look at these shapes underneath the

3   -- underneath the phrase "CHARACTER UNIQUE ASSETS" at

4   the top, there is sort of a header underneath -- at the

5   top of each shape. It starts: "HEAD ART TYPE," "HAIR."

6   Do you see that?

7   A   Yes.

8   Q   What would be your understanding, based on

9   being the studio art director -- what would be your

10   understanding of what "CHARACTER UNIQUE ASSETS" means?

11   MS. CENDALI: Objection. Asked and answered.

12   Foundation. Form.

13   THE WITNESS: Under the "HEAD ART TYPE"

14   heading, there are three categories: "SCAN," "SCULPT"

15   and "TRANSFER." At this point, a scan would be somebody

16   that Pixelgun had scanned.

17   "SCULPT" would be someone that for whom there

18   was no scan and an artist had to create the asset, the

19   -- the head from scratch.

20   "TRANSFER" would be there was an existing

21   asset from the previous generation of games that was

22   transferred to, you know -- whatever. If we're talking

23   about 2015, then the 2015 version of the game.

24   BY MR. ALEXANDER:

25   Q   And do you think "CHARACTER UNIQUE ASSETS"

Anton Dawson 1/22/2020

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```
 1    means that the head art type is unique to each player?

 2              MS. CENDALI:  Objection to form.  Foundation.

 3              THE WITNESS:  Yeah, I mean, it's -- sorry.

 4    It's -- I didn't write this document, so I'm not -- I'm

 5    not sure what they're -- they're going for, but unique

 6    to each player.  The mesh is technically not unique to

 7    each player because it's the same, but each mesh is

 8    intended to look like, you know, the player it's

 9    supposed to represent.  So it's unique in that sense.

10    BY MR. ALEXANDER:

11         Q   So each character has its own -- what was the

12    term you used?  The texturing?

13         A   There are generic textures, and there are

14    specific textures.  This -- in this document, it appears

15    to be referring to generic things as "global."  So brown

16    eyes, for example, would not -- we wouldn't have, you

17    know, a thousand different types of brown eyes.  We

18    would have a generic brown eye that we would reuse.

19         Q   So when you're making a character, you're not

20    going to have a generic head for a character, right?  It

21    will be specific to the -- it will be unique to the

22    character you're making?

23         A   Well, we don't make characters.  I mean, we --

24    we scan them, and -- and we process them.  I guess I

25    would disagree with the word "make," because it's not
```

```
 1    something we create out of thin air.

 2         Q    What about when you sculpt their head?  You

 3    said you sculpt them from scratch?

 4         A    Even in that case the person doing the work

 5    would start with a template head.  They wouldn't, you

 6    know, create from scratch.  They would -- they would

 7    manipulate an existing asset into a likeness.

 8         Q    Okay.  So in this case, do you see it says

 9    "1013_james_lebron" on the left side there?

10         A    Yes.

11         Q    So does this appear to be an example of

12    creating the LeBron James character?

13              MS. CENDALI:  Foundation.  Form.

14              THE WITNESS:  Again, I would disagree with the

15    word "create."  He's an example of a player that has a

16    unique identifier because he's been scanned, and he has

17    a player code associated that --

18    BY MR. ALEXANDER:

19         Q    When you say --

20         A    -- and so I believe he -- that this is -- he's

21    being used as just an example of -- of -- this is an

22    example of someone who has been scanned.

23         Q    When you say "scanned," is that the process of

24    taking pictures and --

25         A    Yes.
```

1   Q   -- and collecting or making a collection of

2   photographs?

3   A   Yes.

4   Q   And that would be done by Pixelgun?

5   A   Yes. I -- yes.

6   MS. CENDALI: And, again, you guys -- I

7   understand that it wasn't so clear when counsel had

8   finished his question, but there were, like, three parts

9   to that sentence where we got three answers in between.

10   So just let's wait until counsel totally finishes his

11   question and then answer.

12   And, Counsel, to the extent you can use fuller

13   sentences, that would be easier for the witness too.

14   That's your choice.

15   BY MR. ALEXANDER:

16   Q   So in this case for LeBron James, there

17   appears to be a scan of his head.

18   MS. CENDALI: Foundation. Asked and answered.

19   Form.

20   THE WITNESS: There's an arrow pointing from

21   LeBron James to the word "SCAN," so it seems like that's

22   what the author was indicating.

23   BY MR. ALEXANDER:

24   Q   And then next to that there's a block that

25   says: "HAIR."

```
 1            Do you see that?

 2       A    Yes.

 3       Q    Can you tell me how the hair is made for a

 4   character?

 5            MS. CENDALI:  Foundation.

 6            You may answer.

 7            THE WITNESS:  Roughly speaking, the -- the

 8   hair texture comes from photography, but the hair

 9   geometry is usually a series of fins, they call them,

10   that are -- that are used in video games to roughly

11   approximate the shape of a person's hairstyle or beard

12   style.  They are not necessarily unique.

13   BY MR. ALEXANDER:

14       Q    Okay.  And then next to that it says:

15   "TATTOO."

16            Do you see that?

17       A    I do.

18       Q    And then do you see where it says:  "NECK,"

19   "ARMS" and "LEGS"?

20       A    Yes.

21       Q    Can you tell me the process of how the tattoos

22   get placed on the character?

23            MS. CENDALI:  Foundation.  Objection.

24            THE WITNESS:  Generally, the tattoos are

25   photographs, and they are not placed.  Photogrammetry
```

1 will create a 3D model that is automatically generated

2 from software. The textures are created by

3 automatically projecting from those photos onto that

4 model. The result is the appearance of a tattoo that is

5 already placed on an arm by the software, not by a

6 person. It is a transfer of data.

7 BY MR. ALEXANDER:

8   Q   So when the -- the process is complete and

9 there is a 3D model with the texture on it that's

10 created from the photometry -- is that how you --

11   A   Photogrammetry.

12   Q   Photogrammetry -- does somebody review the

13 model?

14   A   Yes, generally, the assets are reviewed before

15 they are published to the game.

16   Q   And do they look for -- strike that.

17   What do you look for when you review the

18 character?

19   MS. CENDALI: Foundation. Form.

20   You may answer.

21   THE WITNESS: It varies. We don't really call

22 them "characters." We just call them "players," but we

23 generally want them to look like they look on TV. That

24 -- that's -- that's our goal.

25 //

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 1    BY MR. ALEXANDER:

 2         Q    Is there any -- is there ever a time when they

 3    don't look like the player on TV?

 4         A    If they're not scanned, it's more of a

 5    challenge to make them realistic.

 6         Q    Can you describe that?

 7         A    Unscanned players or models or likenesses

 8    requires an artist to replicate a well-known, you know,

 9    likeness that everyone is familiar with.  The scanning

10    process removes the artist from that because it's using

11    mathematics to replicate a 3D form, and an artist is not

12    required to sculpt or paint.  It just is.  It's sampled

13    from reality.

14         Q    When there is no scan, there is a character

15    artist involved?

16         A    Yeah.

17         Q    Can you describe that process?

18         A    An example of that would be a player that -- a

19    historic player, maybe Bob Cousey or something like

20    that, that played basketball before there was such a

21    thing as photogrammetry.  So in that case, because a

22    user could unlock a historic character and play, there

23    would need to be a likeness created by an artist.  Yeah.

24         Q    What's that process?

25         A    Generally, the artist is going to leverage as
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 1    much photography as possible because that is always the

 2    easiest path.

 3         Q    What do you mean by "leverage...photography"?

 4              MS. CENDALI:  Again, foundation to this line.

 5              But continue.

 6              THE WITNESS:  They -- they will -- yeah, in

 7    order to know what a player looks like, they would --

 8    they would collect as much photography and reference

 9    photos as possible, and then they would attempt to

10    create a player model that matches that likeness.

11    BY MR. ALEXANDER:

12         Q    How would they create the model?

13         A    Using off-the-shelf 3D software.

14         Q    Has there ever been a time when a player

15    needed to be made in that way and he had tattoos?

16              MS. CENDALI:  Foundation.  Form.

17              You may answer.

18              THE WITNESS:  I'm not aware.

19              MS. CENDALI:  Andy, I don't know when you're

20    -- I'm trying to let you finish this line and this

21    document, but when you're -- when it won't interrupt

22    your flow -- I think we've been going at least over --

23    it looks like an hour and ten minutes.  Again, you know,

24    you have three and a half hours.  You can use them as

25    you wish, but just when it's convenient for you to take
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 1   a break, we'd like to do so.

 2          MR. ALEXANDER:  Okay.  I'll ask a few more

 3   questions on this document, and then we'll take a break.

 4          MS. CENDALI:  Okay.

 5          MR. ALEXANDER:  We can go ahead and take a

 6   break now.

 7          (Recess.)

 8          MR. ALEXANDER:  Okay.  I'm going to hand you

 9   what is going to be marked Exhibit -- is it 4?

10          MS. CENDALI:  You did 4 already --

11          THE WITNESS:  This is 3.

12          MS. CENDALI:  -- didn't you?

13          MR. ALEXANDER:  I think I only did 3.

14          MS. CENDALI:  The one we just did I had marked

15   as 4.  Is that wrong?

16          THE WITNESS:  This looks like 3 to me.  This

17   is the one we just did, right?  Yeah.

18          MS. CENDALI:  Oh, okay.

19          (Exhibit 4 was marked for identification.)

20          THE WITNESS:  Thank you.

21   BY MR. ALEXANDER:

22       Q    If you want to take a minute and look

23   through ... There's two emails here.

24       A    Mm-hmm.

25       Q    Have you seen this before?  If you need a
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 1    minute.

 2         A    Give me a second.

 3              (Pause.)

 4         A    Okay.  It looks like -- is there two email

 5    threads, and it sort of looks like it has similar

 6    content?

 7         Q    It looks like there's two threads based off

 8    the same email.

 9         A    Got it.

10         Q    They may have diverged, but I'll try to make

11    it clear which email segment I'm referring to, but let's

12    start with what I think is the original email, and

13    that's TAKE-TWO_00004062.

14         A    Okay.

15         Q    Can you read the subject line of that email.

16         A    "2K18 Pixelgun Scanning Kickoff."

17         Q    And this is an email from you, correct?

18         A    That is correct.

19         Q    On September 15th, 2016?

20         A    Correct.

21         Q    So in September you began the process for

22    scanning characters or -- sorry -- scanning players for

23    2K18?

24         A    Yes.  That appears to be the case, yeah.

25         Q    Is that about the right time frame or the
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Anton Dawson 1/22/2020

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 1    general time frame you use for these games?

 2              MS. CENDALI:  Objection to form.

 3              THE WITNESS:  The NBA season runs from October

 4    through, you know, roughly, May, I think, but -- but

 5    toward that period of time, it's playoff basketball,

 6    stuff like that.  So scanning conversations generally

 7    happen before October.  Different years are different,

 8    but -- so a September conversation about scanning is

 9    consistent with that, yeah.

10    BY MR. ALEXANDER:

11        Q    Okay.  So I want to understand just the

12    general process on how Visual Concepts obtains scans

13    from Pixelgun.

14              So can you explain kind of what this email --

15    this scanning kickoff email was intended to convey?

16              MS. CENDALI:  Objection.  Document speaks for

17    itself.  Form.

18              THE WITNESS:  It is -- it is a kickoff, and by

19    "kickoff," we would -- I would mean, you know, we're

20    starting this conversation.  We're commencing this

21    discussion and -- yeah.

22    BY MR. ALEXANDER:

23        Q    So if you look down at bullet point number 1,

24    it says:  "We'd like to try and scan the L.A. Clippers

25    at their media day."
```

 1   How do you choose which -- strike that.

 2   Do you generally try to get each team as a

 3   group?

 4   A   If possible. It's more efficient to get all

 5   the members of a team at the same time instead of trying

 6   to do it piecemeal, one at a time. I think there are

 7   enough players in the NBA that that would be difficult.

 8   So ...

 9   Q   For this game in particular, 2K18, what was

10   the goal for -- strike that.

11   For this game, NBA 2K18, were you trying to

12   scan each player in the NBA?

13   A   No, not -- not every player in the NBA, no.

14   Q   Why not?

15   A   If we had scans already, rescanning wouldn't

16   necessarily do any good.

17   Q   So sometimes you'll determine who you're

18   scanning based on what scans you already have?

19   A   Yes.

20   Q   Are you only scanning new players to the

21   league, then, each year?

22   A   No.

23   Q   Why not?

24   A   It could be a variety of reasons. There could

25   be a player that, even though he's not new to the

1   league, we never scanned that player, and so then that

2   -- that player would be desirable to -- to get that

3   person scanned, but he's not a rookie either.

4   Q   Okay. What --

5   A   Sorry. Go ahead.

6   Q   Is the goal to get a scan for -- strike that.

7   Would it be ideal to have a scan for every

8   player in the NBA?

9   A   Yes.

10   Q   So are there any other examples of where you

11   would be getting a scan of a player that isn't new to

12   the league besides that you didn't already have a scan?

13   MS. CENDALI: Objection to form.

14   You may answer.

15   THE WITNESS: If the scan we had was of poor

16   quality, there would be a desire to get another scan.

17   Another example would be if a player had a beard when we

18   scanned him and then shaved his beard, and so facial

19   hair makes it difficult to acquire good data, and so if

20   we can get cleaner data by seeing their whole jaw line,

21   we would re-scan because it would produce a more

22   accurate model.

23   BY MR. ALEXANDER:

24   Q   Okay. So let me start with the first reason:

25   Poor quality.

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 1              What happens if the scan is poor quality?

 2       A    If the scan were poor quality -- and I'm

 3   referring to head scans in this case.  An example would

 4   be maybe a scan that was taken with -- in an -- in an

 5   earlier era for Pixelgun where maybe there were either

 6   fewer cameras or fewer lights or less consistent lights.

 7   In a case like that, it would require more adjustments

 8   before putting it into the game.

 9       Q    What's the end result of getting better

10   quality scans?

11       A    Less effort.  It drops into the game more

12   automatically with a better quality scan.

13       Q    But you said you already had a scan?

14       A    Yeah.

15       Q    So how does getting another scan mean less

16   effort?

17       A    If the -- if the data was corrupted in some

18   way, that -- but that would be a rare example.

19       Q    So what you mean by "poor quality," you mean a

20   corruptible file?

21            MS. CENDALI:  Objection.

22            THE WITNESS:  No, I don't mean a corruptible

23   file.  I mean, for example, if there was a shoe and on

24   that shoe half of the cameras didn't fire because there

25   was a malfunction or there was interference or
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 1    something.  Then it's possible that that data would not

 2    be of as high quality as data where there wasn't a

 3    malfunction.  It's a rare case, but it has happened, and

 4    then in that case there would be a desire to re-scan.

 5    BY MR. ALEXANDER:

 6        Q    And when the data is not as high quality, do

 7    you still put the character in the game?

 8        A    The player would still go in the game because

 9    even a poor-quality scan is better than no scan at all.

10        Q    Okay.  So -- so sometimes you have a player in

11    the game who has a poor-quality scan, but you decide you

12    want to get a higher-quality scan, correct?

13             MS. CENDALI:  Objection.  Mischaracterizes his

14    testimony.

15             You may answer.

16             THE WITNESS:  Yeah, I think it's -- it's not

17    as -- so much as a poor-quality scan as just a -- the --

18    the lighting conditions may change over time, and so,

19    like, we may -- you know, the -- the technology evolves.

20             And so the first scans were taken over seven

21    years ago.  And so the more cameras there are, the more

22    detail there is in the model, more resolution --

23    BY MR. ALEXANDER:

24        Q    And --

25        A    -- and so --
```

1   Q   -- you want more detail in the model, correct?

2   A   We -- we just want them to look like their

3   real-life counterparts.

4   Q   And having more detail in the scan helps you

5   do that?

6   A   It would depend. The example that I gave was

7   a hypothetical of cameras misfiring, you know. It was

8   simply a hypothetical. It's not a common case.

9   What is more common is a case where we don't

10 have a scan of somebody; therefore, they go on a list

11 of, like, let's scan this person, or someone who had a

12 beard and shaved it.

13   Q   Okay. What -- what about if a player gets a

14 new tattoo? Would you want to get a new scan?

15   A   It would depend on -- on the circumstances.

16 If the tattoo was on the player's stomach, then no.

17   Q   Let's say it was on their shoulder.

18   A   We would probably get a new scan and just run

19 it through because at that point it would be fairly

20 automatic and not take any -- it would take very little

21 effort. That's the most efficient way to just transfer

22 photography.

23   Q   You would get a new scan because that's the

24 most efficient way to transfer photography?

25   A   Well, it would depend on the circumstances.

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 1    Like, you know, if -- if a player had a tattoo on their

 2    hand and they sent a photo of the tattoo on their hand,

 3    that photo could be used, just -- just projected on the

 4    model, and it would move through in that way.  It would

 5    all depend on if -- you know, if a player got an

 6    entirely new sleeve of tattoos, then that would probably

 7    be a candidate for a scan.

 8         Q    Because you'd want the tattoos in the game,

 9    correct?

10         A    We just want the people to look like they

11    look.

12         Q    And when that person has a tattoo, you want

13    the tattoo to be on the player character?

14              MS. CENDALI:  Asked and answered.

15              THE WITNESS:  We just want them to look the

16    way they look in real life.  That's -- that's our goal.

17    BY MR. ALEXANDER:

18         Q    And that includes showing their tattoos,

19    correct?

20              MS. CENDALI:  Asked and answered.

21              THE WITNESS:  "Showing"?  I'm not sure what

22    you mean by "showing."

23              We just -- you know, we -- we acquire the data

24    of the player, and then we make a digital version of

25    that player.  But in terms of showing, that's sort of
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 1   beyond what we do.  If you're talking about, like,

 2   featuring, like, that's -- that's not my decision in

 3   terms of how it gets shipped or displayed.

 4   BY MR. ALEXANDER:

 5       Q    To go back to the example, though, if a player

 6   doesn't have a tattoo in the game, and then in real life

 7   he gets a tattoo, you get a new scan to show that

 8   tattoo, correct?

 9           MS. CENDALI:  Objection.  Mischaracterizes his

10   testimony and asked and answered.

11           THE WITNESS:  There isn't a fixed rule on

12   that.  I don't make the choices of who gets scanned and

13   who does not.  There are people that do make those

14   choices, and they will do it for a variety of reasons.

15   BY MR. ALEXANDER:

16       Q    Do you think it's important to make sure all

17   the characters in the game have their accurate tattoos?

18       A    It -- you know, I think it's --

19           MS. CENDALI:  Asked and answered.

20           THE WITNESS:  Again, I think it's important

21   that the players look in our game the way they look on

22   television.

23   BY MR. ALEXANDER:

24       Q    Why is that important to you?

25       A    We make a -- we make a basketball game, and
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 1   it's made up of basketball players, that that's --

 2   that's our job in the art department, is just to make

 3   digital versions of these players.

 4        Q    Do your customers expect to have accurate

 5   player characters in the game?

 6             MS. CENDALI:  Objection on foundation.

 7             THE WITNESS:  I have no idea.  I've -- I don't

 8   know what our customers expect.

 9   BY MR. ALEXANDER:

10        Q    You have no idea if your customers expect to

11   see accurate tattoos on the players in the game?

12        A    Correct.

13             MS. CENDALI:  Asked and answered.

14             THE WITNESS:  I'm sorry.  Correct.  I -- I

15   don't -- I'm not involved with marketing or market

16   research or -- or any of that.  I don't -- I don't know

17   what our consumers are expecting or wanting.

18   BY MR. ALEXANDER:

19        Q    So let's look at page TAKE-TWO 00004061.

20        A    Okay.  What portion?

21        Q    The middle email from Ann Sidenblad --

22        A    Mm-hmm.

23        Q    -- to Michael Stauffer and to yourself.

24        A    Mm-hmm.

25        Q    It says:  "I added a column at the end for
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 1   tattoos."

 2          What do you understand this chart below that

 3   sentence to mean?

 4       A    It appears to be an order that they're placing

 5   with Pixelgun, you know, a wish list, I guess.

 6       Q    Is this part of the process for Visual

 7   Concepts obtaining scans from Pixelgun?

 8       A    They do place orders or -- you know, yes,

 9   Pixelgun will say:  This team is in town or this --

10   we're planning on -- well, actually, they may not even

11   say that at all.  They may say:  Here's a team.  They're

12   going to be on the West Coast.  Should we bother

13   scanning them or, you know, what's your feeling about

14   that?

15          And then, at that point, they would do an

16   evaluation, and maybe for a given team they'd say:  No,

17   I think we're good.  I don't think it's worth the

18   effort.  And for another team they may say:  We'd like

19   you to scan these people.

20       Q    And by "they," you mean Visual Concepts?

21       A    Correct.

22       Q    Is this what a typical order would look like?

23          MS. CENDALI:  Objection.  Form.  Overbroad.

24          MR. ALEXANDER:  I'll restate.

25       Q    Is this chart a fairly common way to place an
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 1   order --

 2           MS. CENDALI:  Objection.

 3   BY MR. ALEXANDER:

 4       Q    -- for scans?

 5           MS. CENDALI:  Form.  Overbroad.

 6           THE WITNESS:  I don't know.  I think -- I'm

 7   imagining it's probably evolved over the years, and so I

 8   don't -- I don't think it's the same every year.  I

 9   don't think it's, you know, the same every team, but I

10   -- I don't know if -- without looking at more, I can't

11   say if this is sort of garden-variety case or not.

12   BY MR. ALEXANDER:

13       Q    This isn't unusual, though?

14           MS. CENDALI:  Objection.  Asked and answered.

15           THE WITNESS:  Again, I don't -- I would need

16   more context, you know, in terms of whether this is a

17   typical team or not, like, in terms of the number of

18   people that they're requesting scans for or not.

19   BY MR. ALEXANDER:

20       Q    So let's walk through this chart here.

21           The column on the left, do you see those

22   numbers?

23       A    Yes.

24       Q    What are those?

25       A    Those are either player IDs or -- they have --
```

1   there's a second ID as well. I'm not familiar with

2   exactly what that one is for, but there's two -- there's

3   two numerical designations for players, and I think one

4   is maybe for the art department and one is for the game,

5   or it's possible that one is for a player that's been on

6   multiple teams or something like that. But it's a

7   player ID. It's -- it's a way of identifying who we're

8   talking about. It's a unique identifier.

9   Q   And then the column to the right of that says:

10 "LAC."

11   Is that the team name?

12   A   Yes.

13   Q   And in this case, would it be Los Angeles

14 Clippers?

15   A   Yes.

16   Q   And the column to the right, that appears to

17 be the first name -- strike that.

18   That appears to be the last name; is that

19 correct?

20   A   Correct.

21   Q   And then the column to the right appears to be

22 the first name; is that right?

23   A   That is right.

24   Q   Can you tell me what the next column to the

25 right is?

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 1            MS. CENDALI:  Foundation.

 2            You can answer.

 3            THE WITNESS:  Yeah, that appears to be a

 4   category in terms of whether they were scanned at all or

 5   -- and, if so, when -- when the last time they were

 6   scanned.

 7   BY MR. ALEXANDER:

 8       Q    Why do you keep track of that?

 9            MS. CENDALI:  Objection.  Foundation.

10            THE WITNESS:  The designation "no art," for

11   example, means, probably, that we've never had to put

12   that person in the game before.  And so, as a result --

13   and, again, I did not write this document, but it says

14   "need head scan" next to "no art," presumably because

15   that would make it easier, without any existing art.

16   BY MR. ALEXANDER:

17       Q    What about "ODS"?  What does that stand for?

18            MS. CENDALI:  Foundation.

19            You may answer.

20            THE WITNESS:  I'm not actually sure.  There

21   was a designation that was different of "old gen" and

22   maybe -- it might be "old gen source."

23   BY MR. ALEXANDER:

24       Q    Do you have any idea what "old gen source"

25   would mean?
```

1   A   It probably means that that person was not

2   scanned, and they -- but they did have art. They had

3   art that predated this generation of consoles, which is

4   why it says "old gen." That was then transferred for

5   its use in this generation of consoles, but they were

6   not scanned.

7   Q   Okay. And in the time from when Pixelgun

8   first started 'til today, you mentioned that Pixelgun

9   has increased the number of cameras it uses when it

10   scans players.

11   A   I did mention that that is sometimes true, but

12   not always. Like, there are cases where there's a rig

13   where there's less cameras, but it's all focused on the

14   head, and the body capture isn't happening. So there

15   aren't as many cameras required for that case. So --

16   But in general, yeah, there are more cameras

17   than there were in 2012.

18   Q   What's the most amount of cameras you would

19   use in the current scanning process?

20   A   The most for -- would be for a body scan, and

21   what currently exists to do that would be approximately

22   150 cameras.

23   Q   And then how many when you first started

24   scanning players for Visual Concepts -- strike that.

25   How many cameras did you use when you scanned

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1   players when you first started for Visual Concepts?

2   A   I don't recall the exact number. There was --

3   there was a point where -- I believe it was around 30,

4   but I can't say for sure.

5   Q   Are there any other differences in -- sorry.

6   Go ahead.

7   A   At that point that was just for the head.

8   That was just a scan of the face and head.

9   Q   When you first started scanning for Visual

10 Concepts, you didn't do body scans?

11   A   That's correct.

12   Q   When did you start doing body scans?

13   A   I don't recall exactly. It's -- it developed

14 over time, but it was -- it was probably a couple years

15 in.

16   Q   Okay. What made you start doing body scans?

17   A   There was a desire to -- to get the shape of

18 the bodies more accurate to real life. And, like, with

19 the heads, scanning the bodies is an easy and accurate

20 way to do that.

21   Q   So am I right that scanning the body or the

22 head has the purpose of creating the shape and the

23 texture?

24   A   Sorry. Can you just state that one more time?

25   MR. ALEXANDER: Can you repeat the question.

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1   (Record read by the reporter as follows:

2   "QUESTION: So am I right that scanning

3   the body or the head has the purpose of

4   creating the shape and the texture?")

5   MS. CENDALI: Objection to form.

6   THE WITNESS: I -- I guess just the word

7   "purpose" is throwing me a little bit. It -- the

8   outcome of scanning a body -- it does produce a 3D

9   model, and it does also produce a texture; that is

10   correct.

11   The purpose may or may not be that. It

12   depends on what the client wants. The -- yes.

13   BY MR. ALEXANDER:

14   Q   Sometimes the client may just want a

15   body-shape scan, and sometimes they might want a texture

16   scan?

17   A   Correct.

18   Q   Do you remember the first game in which

19   Pixelgun performed body scans?

20   A   I don't recall. I'm sorry.

21   Q   So back to the chart we were just referencing

22   to -- referencing in Exhibit 4.

23   Under the sixth column from the left, the top

24   column says: "I would Re-Scan," comma, "Star"; is that

25   right?

1   A   That is what --

2   MS. CENDALI: Objection.

3   THE WITNESS: That is what it says, yes.

4   BY MR. ALEXANDER:

5   Q   Who is this referring to?

6   A   It's on the row for Chris Paul.

7   Q   And is this an order from Take-Two to Pixelgun

8   to re-scan Chris Paul?

9   A   It appears to be a request to re-scan Chris

10 Paul, if possible.

11   Q   Do you understand what "Star" means in this

12 column?

13   A   I can speculate, but not having authored it, I

14 can't say definitively what that means.

15   Q   What would you understand this to mean if you

16 saw this email?

17   A   Perhaps he's a member of the All-Star team,

18 and so he's a star, and that would be one possible

19 meaning of that.

20   Q   Do you have any role, from the Visual Concepts

21 side, in placing orders for scans?

22   A   Generally not.

23   Q   Sometimes, though?

24   A   No, I think the fair answer is, no, I do not

25 have a role in that. I may -- it's possible that

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 1   someone may ask me for my advice on a given thing, but

 2   in terms of placing these orders, like, the thing that

 3   you are referring to, no, I do not.  I do not have a

 4   role in that.

 5        Q    So from your perspective from the Pixelgun

 6   side, when you receive an order that says "star" in that

 7   column, you don't have an understanding what that means?

 8             MS. CENDALI:  Objection.  Form.

 9   Mischaracterizes testimony.  Asked and answered.

10             THE WITNESS:  I do not receive these orders.

11   The Pixelgun executive producer receives these orders,

12   and they're relayed through the team that way.  I -- I'm

13   not involved.

14   BY MR. ALEXANDER:

15        Q    You're on this email, though, right?

16        A    Yes, I'm on this email as a courtesy because

17   I'm the studio art director --

18        Q    Do you --

19        A    -- and because I kicked off the thread.

20        Q    Do you work with Mike Stauffer?

21        A    Not directly.

22        Q    Do you understand what his role is at Visual

23   Concepts?

24        A    In a very loose sense, yes.  He's an associate

25   producer, I believe, is his title.
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1   Q   So if we move to the final column on the right

2   of this table, at the -- at the top does it say:

3   "Player doesn't have tattoos"?

4   A   Yes. I -- that's what it says.

5   Q   What do you understand that instruction to

6   mean?

7   MS. CENDALI: Objection to form.

8   THE WITNESS: This appears to be copied and

9   pasted from a database. The -- the art department has a

10   database where they just collect, you know, information

11   about all the players: Eye color, height, wing span,

12   things like that. This appears to be a column

13   indicating that type of information.

14   BY MR. ALEXANDER:

15   Q   Does this look like an instruction from Visual

16   Concepts to Pixelgun on whether to get a scan of

17   tattoos?

18   A   I can't tell.

19   Q   Does Visual Concepts sometimes order tattoo

20   scans from Pixelgun?

21   A   There are cases where they order body scans

22   from Pixelgun, and because those body scans have form

23   and texture, those body scans do also include whatever

24   is on their body, yes.

25   Q   Does Visual Concepts sometimes order body

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 1    scans because they want to capture a tattoo?

 2              MS. CENDALI:  Foundation.

 3              THE WITNESS:  A tattoo or -- I mean, the --

 4    tattoos are not cataloged individually.  I mean, I think

 5    it's more of a binary thing.  Either they do have

 6    tattoos on their body or they don't.  So, yeah, our --

 7    Visual Concepts makes requests to Pixelgun to scan

 8    bodies occasionally.

 9    BY MR. ALEXANDER:

10        Q    My question was:  Do they sometimes request

11    body scans because they want Pixelgun to capture a

12    tattoo?

13              MS. CENDALI:  Foundation.

14              THE WITNESS:  I mean, I can't speak to the

15    motivation of an individual request by someone other

16    than me in terms of why they want a given body scan.

17    They may or they may not.  Again, I wouldn't be able to

18    say without more details.

19    BY MR. ALEXANDER:

20        Q    So you're unaware of there ever being a

21    situation where Visual Concepts requested from Pixelgun

22    a scan of a tattoo?

23        A    Oh, I wouldn't say "ever," no.  I would not

24    say I'm unaware of.  But I'm just saying:  I can't give

25    you an exact example of, like, this happened on this
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 1   date for this person for this reason, but --

 2        Q    But more generally, you are aware of the

 3   situation where Visual Concepts requested a body scan

 4   because they wanted a -- they wanted to capture a

 5   tattoo?

 6             MS. CENDALI:  Objection to form.  Asked and

 7   answered.

 8             THE WITNESS:  Generally, Visual Concepts asks

 9   Pixelgun to do scanning to replicate the way players

10   look in real life.

11             MR. ALEXANDER:  That wasn't my question.

12        Q    It was:  You are aware of a situation

13   generally where Visual Concepts has requested Pixelgun

14   to get a tattoo scan?

15             MS. CENDALI:  Objection to form.  Asked and

16   answered.  Foundation.

17             THE WITNESS:  Pixelgun has delivered to Visual

18   Concepts body scans of players that have tattoos.

19             Is that your question?

20             MR. ALEXANDER:  I understand that.

21             THE WITNESS:  Okay.

22   BY MR. ALEXANDER:

23        Q    Has Visual Concepts ever requested that

24   Pixelgun capture a tattoo?

25             MS. CENDALI:  Asked and answered.  Foundation.
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 1              THE WITNESS:  A tattoo?  A single tattoo?  No.

 2   I -- I'm not aware of a single-tattoo-capture case.  I

 3   would assume that Visual Concepts may say:  This player

 4   has tattoos.  Get a body scan.

 5   BY MR. ALEXANDER:

 6        Q    Is there anything different when -- strike

 7   that.

 8              Is the process for scanning the player any

 9   different when Visual Concepts requests a body scan for

10   a tattoo?

11              MS. CENDALI:  Objection.  Mischaracterizes his

12   testimony.  Foundation and form.

13              THE WITNESS:  Can you --

14              MS. CENDALI:  Assumes facts not in evidence.

15              Could you read it back.

16              (Record read by the reporter as follows:

17                   "QUESTION:  Is the process for scanning

18              the player any different when Visual Concepts

19              requests a body scan for a tattoo?")

20              MS. CENDALI:  Same objections.

21              THE WITNESS:  Again, Visual Concepts doesn't

22   request a body scan for a tattoo, and your question

23   presumed that they did.

24              MR. ALEXANDER:  I'll rephrase it.

25        Q    So you testified just now that Visual Concepts
```

1   may say: This player has a tattoo. Get a body scan.

2   A   I --

3   MS. CENDALI: Objection. Mischaracterizes his

4   testimony.

5   THE WITNESS: I did not say that. I said,

6   "This player has tattoos." I did not say "a tattoo."

7   If I did, I misspoke.

8   BY MR. ALEXANDER:

9   Q   Okay. When you testified that sometimes

10 Visual Concepts will say, "This player has tattoos.

11 Please get a body scan," is that process for capturing

12 the tattoos any different than the process for capturing

13 bodies in general?

14   A   Not dramatically different, no. They

15 typically walk into a trailer that has the same number

16 of cameras, and the same number of cameras fire

17 regardless of whether the body is ordered or not. The

18 data is just thrown away if a body scan is not

19 requested.

20   Q   What data is thrown away?

21   A   Photos. Or they're not thrown away. I

22 shouldn't say that.

23   They're not delivered. They're archived.

24   Q   What is delivered?

25   A   In -- in which case?

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 1        Q     The -- the case I just explained.

 2        A     What -- what is delivered --

 3              MS. CENDALI:  Wait.  What -- can you be clear

 4     about what the question is?

 5              MR. ALEXANDER:  Can you read back the answer

 6     he just gave.

 7              MS. CENDALI:  And the question that preceded

 8     it.

 9              (Record read by the reporter as follows:

10                  "QUESTION:  Okay.  When you testified

11              that sometimes Visual Concepts will say this

12              player has tattoos, please get a body scan, is

13              that process for capturing the tattoos any

14              different than the process for capturing

15              bodies in general?

16                  "ANSWER:  Not dramatically different, no.

17              They typically walk into a trailer that has

18              the same number of cameras and the same number

19              of cameras fire regardless of whether the body

20              is ordered or not.  The data is just thrown

21              away if a body scan is not requested.")

22              MR. ALEXANDER:  I'll rephrase my question.

23        Q     So what would be delivered in the case the

24     body scan is requested?

25        A     A raw body scan and a texture.
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 1        Q     What's the difference between those two

 2   things?

 3        A     A raw body scan refers to a body scan that has

 4   not been processed by Pixelgun.  It has not been

 5   retopologized.  With face data, that raw data gets

 6   processed and mapped to the client mesh, and the texture

 7   gets mapped to the client UVs.

 8             With bodies, it's more automatic.  The photos

 9   go to a piece of software on a farm.  It generates a

10   model and a texture, and that's delivered, and it's not

11   usually touched by a human.

12        Q     Okay.  What would be delivered if Visual

13   Concepts requested a body scan and a tattoo scan?

14             MS. CENDALI:  Objection to form.  Foundation.

15             THE WITNESS:  The same.  A body scan and a

16   tattoo scan is one and the same.  It's a model and a

17   texture.

18   BY MR. ALEXANDER:

19        Q     You mentioned that what's delivered when

20   there's a body scan requested is not touched by a human.

21             Can you expand on that?

22        A     The software generally uses -- the

23   photogrammetry software generally just triangulates the

24   cameras and uses math to -- to construct that 3D model

25   and project the images from the photography onto that
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 1  model.  And so the employees at Pixelgun are not

 2  required to manipulate that data.  It's just data that

 3  is passing through.

 4          When I say it's not touched by a human, I mean

 5  the files are uploaded to a farm and downloaded onto,

 6  like, a data transfer site, but there is no -- there's

 7  very little effort involved, I guess, is what I mean to

 8  say.

 9          MR. ALEXANDER:  Okay.  I'm going to hand you

10  what will be marked Exhibit 5.

11          (Exhibit 5 was marked for identification.)

12  BY MR. ALEXANDER:

13      Q   Let me know when you've taken a look at this.

14          (Pause.)

15      Q   Do you recognize this document?

16      A   Hang on.  I'm not finished.

17          Yeah.  Yeah.  I don't recall it, but, I mean,

18  I know Ann, and I see that it's sent to me in 2016.

19      Q   Do you know why Ann would have been sending

20  you this email?

21          MS. CENDALI:  Form.

22          THE WITNESS:  I can interpret what she's

23  written.  It appears to be a budget question.  She says

24  she doesn't know the cost associated.  Ann is not

25  exposed to the budgets.
```

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1   BY MR. ALEXANDER:

2   Q   What's the -- what's the first two sentences

3   in her email to you?

4   A   She says: "Hey! I'm looking for guidance on

5   who to capture tattoos for. I don't know the cost

6   associated and how detailed we want to be."

7   Q   So there seems to be a decision that needs to

8   be made on who Visual Concepts will be requesting

9   Pixelgun capture tattoos for; is that right?

10   MS. CENDALI: Objection.

11   THE WITNESS: As -- as I said, I think that

12   she needed clarification in terms of budget. She

13   doesn't know the -- the monetary amount associated with

14   scans. She does know that she has a limited budget, and

15   so what's exposed to her are credits. You know, they

16   don't have a dollar amount, but it's a -- it's a zero

17   sum, and so it's possible that, by ordering bodies, it

18   might, you know -- it might be less resources from

19   Pixelgun scans for other things, and so she just wanted

20   clarification on -- on what that was. That's what it

21   appears to be to me.

22   BY MR. ALEXANDER:

23   Q   So she wanted some guidance on who to capture

24   tattoos for and who not to?

25   MS. CENDALI: Objection. Mischaracterizes his

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1   testimony. Form.

2   THE WITNESS: I would not say that's what

3   she's looking for guidance on.

4   BY MR. ALEXANDER:

5   Q   Even though her second sentence says: "I'm

6   looking for guidance on who to capture tattoos for"?

7   A   Right, because of her third sentence, which

8   modifies her second sentence by saying: "I don't know

9   the cost," which is why I believe that this is about

10 cost.

11   Q   Her decision on who to capture tattoos for may

12 be associated with cost decisions, but that doesn't

13 change the fact that she's seeking guidance from you on

14 who to capture tattoos for, right?

15   MS. CENDALI: Objection to form. Asked and

16 answered.

17   THE WITNESS: She's saying: "I don't know the

18 cost. So I don't feel like I can...say who is worth

19 capturing or not." I don't see her saying: Anton,

20 please select who we capture. I think she just wanted

21 more context.

22 BY MR. ALEXANDER:

23   Q   Did you give her some guidance here?

24   A   I don't recall. It was several years ago.

25   Q   If you look at the third -- her third line

1   down, there's a sentence that says: "There are a few

2   that we have" -- we have, "but they are fairly blurry,

3   or missing a stripe, usually on the inner arm where the

4   seam is."

5   What do you understand that to mean?

6   A   As I said, the body scanning grew slowly over

7   time. Initially, I think they would -- there were more

8   cameras and -- and just photos were delivered directly

9   to them. Over time, the 3D model and a projected

10   texture was delivered.

11   Because this is 2016 and it's a while back, I

12   presume that she's saying that there were some photos

13   taken on a previous date, and they weren't as good as

14   they could be, and she's wondering whether we should

15   take some new ones.

16   When she's referring to an inner arm where the

17   seam is, she's referring to a -- I'm gesturing at the

18   inside of my arm -- a UV seam on a 3D model.

19   Q   So there could some tattoos that are blurry,

20   and you could improve them by recapturing them?

21   MS. CENDALI: Objection to form. Foundation.

22   THE WITNESS: I don't -- I don't know. I can

23   only go on what she's saying.

24   BY MR. ALEXANDER:

25   Q   She asks you: "Is it worth recapturing those

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 1    to have them redone?"

 2           Did you respond to that?

 3      A    I don't recall.  I generally am not involved

 4    in decisions about ordering scans.

 5      Q    Why did she ask you?

 6      A    Because she didn't have all the information in

 7    terms of what the charges were, and I -- she later did

 8    get that information in terms of, you know, what the --

 9    how -- like, whether body pictures are automatically

10    delivered or not.  She just wasn't sure at the time.  It

11    was in transition.

12      Q    As the studio art director at Visual Concepts,

13    would you want a blurry tattoo to be re-scanned?

14           MS. CENDALI:  Objection.  Overbroad.  Form.

15           You may answer.

16           Foundation.

17           THE WITNESS:  In general, we try to make the

18    players look as true to life as possible.  So if there

19    was a reason that that wasn't true, then we would want

20    to remedy that.

21    BY MR. ALEXANDER:

22      Q    So if a tattoo in real life on a player was

23    not blurry, but it was in the game, you'd want to fix

24    that?

25           MS. CENDALI:  Objection.  Same objections.
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 1    Overbroad.  Foundation.  Form.

 2              THE WITNESS:  It would depend on the

 3    circumstances, meaning how prominent is, you know, the

 4    blurriness.  Like, what is the skin tone.  You know, is

 5    it -- is it noticeable.  If it's -- if it's noticeable,

 6    but it doesn't take away from the realism, then, you

 7    know, it would be a case by case.

 8    BY MR. ALEXANDER:

 9        Q    Would it matter if it was a star player?

10              MS. CENDALI:  Objection to form.

11              You may answer.

12              THE WITNESS:  I -- I would need more context.

13              Who's the player?  What's -- how blurry?

14    Things like that.

15    BY MR. ALEXANDER:

16        Q    You mentioned that Visual Concepts -- or

17    strike that.

18              You mentioned that Ann Sidenblad would see

19    credits.

20              Can you explain that a little more?

21        A    Yeah.  Generally, budgets are -- for the game

22    are not exposed to everyone on the team.  So Ann and --

23    when selections are made for scanning, people know that

24    they have to work within a framework and within

25    limitations, that it's not unlimited.  It's not everyone
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 1    every time, but they don't know exactly what the price

 2    is.  They just don't need to know, so ...

 3         Q    So if Ann, here, were to decide to capture a

 4    tattoo for somebody, how would -- how would that affect

 5    the credits?

 6              MS. CENDALI:  Objection to form.  Assumes

 7    facts not in evidence.  Foundation.

 8              You may answer.

 9              THE WITNESS:  You said "a tattoo."  You mean

10    if Ann were to order a body scan of a player that had

11    tattoos; is that correct?

12              MR. ALEXANDER:  I'll rephrase.

13         Q    So Ann Sidenblad says in this email on

14    Exhibit 5:  "I'm looking for guidance on who to capture

15    tattoos for," correct?

16         A    That is what I'm reading, yes.

17         Q    So if she were to request Pixelgun to capture

18    tattoos for a player, how would that affect Visual

19    Concepts' credits?

20         A    She would spend a credit.  It might not affect

21    them at all.  There are years when we don't spend the

22    entire budget, and so, yeah, it -- the -- there's a

23    decision to holistically look at the players in general

24    and -- and make -- like I said, make them look like they

25    look on TV, and those decisions involve their uniforms,
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 1   their shoes, their hair, their beards, their jewelry,

 2   their overall likeness and appearance, and this is a

 3   factor that -- you know, that they have to make

 4   decisions about resources.

 5   Q   Would this tattoo request cost the same as a

 6   general body scan?

 7   A   Body scans and tattoo scans are the same thing

 8   and the same price.

 9   Q   Okay.

10   A   Sometimes body scans are more than tattoo

11   scans, depending on the purpose for which that would be

12   used, meaning if the purpose for a body scan was to get

13   a range of motion of a player, in that case textures are

14   less important, but form is more important. That is

15   more to measure how muscles deform in a variety of

16   poses, and in that case there would be more poses and,

17   therefore, it would cost more for a body that lacked

18   tattoos than a body that had tattoos.

19   Q   Is a scan generally priced by number of poses?

20   A   Generally, yeah.

21   MR. ALEXANDER: Okay. I'm going to hand you

22   what's marked Exhibit 6.

23   (Exhibit 6 was marked for identification.)

24   BY MR. ALEXANDER:

25   Q   Have you ever seen this?

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1   A   Yeah, I believe I've seen this.

2   Q   This is an article on CNET's website, right?

3   MS. CENDALI: Foundation.

4   You may answer.

5   THE WITNESS: That is what it appears to be,

6   yes.

7   BY MR. ALEXANDER:

8   Q   And the title is "How NBA 2K18 got its insane

9   next-gen graphics," correct?

10   A   That is what the title is, yes.

11   Q   Can you read the subtitle that's directly

12 under that -- underneath that?

13   A   "The basketball game's art team rebuilt its

14 players from scratch," developed -- "delivering an

15 astonishing level of visual polish. Here's how they did

16 it."

17   Q   Is that right, that for 2K18 the art team

18 rebuilt its players from scratch?

19   A   No, that's not right.

20   Q   Did it rebuild some of its players from

21 scratch?

22   A   No, I don't believe so. These are not my

23 words.

24   Q   Do you remember being interviewed in

25 connection with this article?

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1        A     Yes.

2        Q     So can you -- can you turn to the page that's

3   numbered HAYDEN 000590.

4        A     Okay.

5        Q     Do you see the third paragraph from the top?

6        A     Yes.

7        Q     Can you read that first line?

8        A     "'We went back to scan data and we basically

9   doubled the resolution of the face, and it was a ton of

10  work.  It allowed a lot of these likenesses to pop out

11  more, and it's a subtle thing, but it helps.  Every

12  little wrinkle and every little form that you can eke

13  out helps.'"

14       Q     Can you explain what that means by doubling

15  the resolution of the face?

16       A     It has to do with the -- not the scan, but the

17  video game version of the mesh.

18       Q     So you didn't have to take new scans to double

19  the resolution?

20       A     No.

21       Q     How is it a lot of work?

22       A     It's not necessarily a lot of work.  A lot of

23  times in these interviews it's important to illustrate

24  that our game has, you know, gone a lot from one -- one

25  year to the next so it doesn't appear that we're just --
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 1   you know, that we're not improving it.  And so we -- in

 2   an interview context, often we are -- we just are

 3   emphasizing things that may or may not be actually that

 4   much work.

 5          It -- yeah, it's -- it's an exaggeration to

 6   say it's a ton of work.

 7      Q    But you want your customers to understand that

 8   this is a whole new game compared to the last year's

 9   game, correct?

10          MS. CENDALI:  Objection to form.

11   Mischaracterizes his testimony.

12          THE WITNESS:  I don't do interviews very often

13   with the media, but -- and I don't -- I don't make

14   decisions about what we want our customers to -- to

15   think or believe.  But I would assume that a message

16   should be that, yes, we care about the game, and that's

17   what that was an attempt to say.  It's:  We care about

18   the game.  We care about making it good.

19   BY MR. ALEXANDER:

20      Q    An improvement over last year's game, right?

21      A    Yes.

22      Q    And then if you go down beneath the picture of

23   Dwight Howard there, it says -- in the second paragraph,

24   you're quoted as saying:  "'When you strip down and go

25   back all the way to rebuilding the face from scratch and
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1   having a new model, it gives you a chance to revisit a

2   lot of things."

3   Can you explain what you mean by that?

4   A   Yeah. A lot of times when I speak with

5   members of the press, I have to use layman's terms

6   because they don't -- they're not in the industry, and

7   they don't understand if I start talking about

8   retopology and UV projections and things. So I have to

9   say things like "strip down" and "rebuilding from

10   scratch."

11   But in actual fact, the source scanned data

12   was the same source scanned data. The mesh that we

13   targeted it to changed. It -- it was more resolution,

14   but it was -- it had nothing to do with the scans. It

15   had to do with the mesh that the scans are mapped to.

16   But that doesn't make a very good headline.

17   Q   Can you please turn to the page that ends in

18   -591. If you look at the paragraph below that second

19   picture there, it says -- you're quoted as saying:

20   "'The number of body types really is infinite, because

21   it's not binary.'"

22   Did Visual Concepts create a new body system

23   that accommodates for these infinite body types?

24   A   Yes.

25   Q   What did -- what did you have to do?

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 1        A    In the past, there was templates.  There was

 2    only a few different categories.  Well, actually, I

 3    mean, it's in the article.  I say there were only six

 4    body types in last year's game.  And so there were more

 5    than six.  We changed our -- our character model in the

 6    game to allow there to be more than six body types.

 7        Q    How many more did you add?

 8        A    Infinite.  It's just -- it's a sliding system,

 9    that it's, you know, like I say, not binary.

10             MS. CENDALI:  We're off that document.  We've

11    been going for another hour.  Would this be a good time

12    to take a break?

13             MR. ALEXANDER:  Yeah.  That's fine.  It's a

14    good time to stop.

15             (Recess.)

16    BY MR. ALEXANDER:

17        Q    So, Mr. Dawson, when we first started out, you

18    mentioned you went to law school, correct?

19        A    That's correct.

20        Q    Did you take any intellectual property classes

21    in law school?

22        A    I don't believe I did.

23        Q    Did you ever practice any IP law when you were

24    practicing?

25        A    No, I did not.
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 1        Q     And do you have an understanding of what

 2    intellectual property is?

 3        A     A vague understanding.  You know, I took the

 4    bar, and -- but it was 20 years ago.  So ...  Yeah.

 5        Q     Do you understand what copyrights are?

 6        A     Again, loose understanding.

 7        Q     In your capacity with either Pixelgun or

 8    Visual Concepts, do you have any responsibilities

 9    related to clearing intellectual property?

10        A     No.  There's a legal department with -- with

11    Take-Two, and they're responsible for that.

12        Q     Is there a legal department at Pixelgun?

13        A     No.

14        Q     Is there any lawyers at Pixelgun?

15        A     No.

16        Q     Were you admitted to the bar?

17        A     Yes.

18        Q     Have you maintained your bar registration?

19        A     No.

20        Q     We were talking a little bit about how

21    Pixelgun's scanning technology has changed since it

22    first started.  And one of the things you mentioned was

23    you increase the number, generally, of cameras; is that

24    right?

25        A     That's correct.
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 1        Q    Is there any other ways in which Pixelgun's
 2   scanning technologies has improved over the years?
 3        A    Can you be more specific about "technology,"
 4   what you mean when you say "technology"?
 5        Q    What would you consider the technology that
 6   Pixelgun uses?
 7             MS. CENDALI:  Overbroad.  Form.
 8             THE WITNESS:  There's hardware, you know,
 9   lights and cameras.  That's technology.  But there's
10   also software.  And then there's processes internally to
11   Pixelgun where they use it -- how they use that
12   software.
13             I don't know what -- that's why I asked you
14   what you mean.  I don't know which of those things
15   you're referring to.
16   BY MR. ALEXANDER:
17        Q    Besides the cameras, has there been any other
18   hardware improvements?
19        A    There did not used to be a self-enclosed
20   mobile trailer.  There was a point in the early days
21   when it was -- when the cameras were set up on-site,
22   like, in a hotel room.
23        Q    Can we go back to Exhibit 6.
24        A    Sure.
25        Q    Do you see the picture that -- it's kind of
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 1   cut off.  It goes from -589 and goes to -590.

 2        A    I do.

 3        Q    Is that the self-enclosed mobile trailer?  Is

 4   that what you called it?

 5        A    Yes.

 6        Q    How many cameras is in that trailer?

 7        A    That's approximately 150.

 8        Q    How old was that?

 9        A    It's maybe four years old.  Four, five.  I

10   can't say for sure, but --

11        Q    Do you remember the first game you used the

12   trailer for?

13        A    I don't.  I don't.

14        Q    What about any other hardware improvements?

15        A    Just, you know, new cameras that are

16   higher-resolution cameras, you know, fairly recently,

17   and there is now a second trailer, and that uses a

18   different -- different lighting techniques.

19        Q    How did the different lighting techniques

20   improve the scans?

21        A    The newest trailer uses a technique called

22   cross-polarization, which is a -- is a way to filter out

23   unwanted reflected light.

24        Q    Why is reflected light -- strike that.

25             Can you give me an example of when reflected
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 1    light would be unwanted?

 2         A    Yes.  In scanning a character's face -- in

 3    trying to -- in capturing their skin tone, if there is

 4    too much reflected light, it can -- it can tint the --

 5    tint the color slightly, and so eliminating all

 6    reflected light tends to make the texture more pure.

 7    However, the lighting in the previous trailer was very

 8    even and uniform, and so there was not a ton of glare or

 9    reflected light being captured.  So I would -- it's --

10    it's an iteration.

11         Q    Could glare or reflected light obscure a

12    tattoo?

13         A    In the right circumstances, yes, it could or

14    -- sorry.  The wrong circumstance, I should say.  You

15    know, if I -- if I were to stand next to that window and

16    get my camera angle just right and take a picture of it,

17    I could make it to where that glare was, you know,

18    almost all you saw.

19         Q    You wouldn't want that -- strike that.

20              You wouldn't want to obscure the tattoo in the

21    scan, correct?

22              MS. CENDALI:  Objection to form.

23              You can answer.

24              THE WITNESS:  Well, again, we -- we just do

25    body scans, and so we -- if a body scan is ordered, we
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 1    process that data, and the lighting in all the

 2    iterations of the Pixelgun hardware has always aspired

 3    to be as uniform and even as possible and to avoid

 4    things like that.

 5    BY MR. ALEXANDER:

 6         Q    What year did you add the cross-polarization

 7    technology?

 8         A    We just added it this year.

 9         Q    So which game would those scans be reflected

10    in?

11         A    Let me clarify my previous answer.  We did

12    some tests with a portable cross-polarized ray last year

13    before it was in a truck -- or a trailer.  And that

14    would be the first -- first cross-polarized data, and

15    then this is the -- this year we're doing it on a wider

16    scale.

17         Q    So to revisit the question I was just asking

18    about the unwanted reflected light, if you had an

19    obscured tattoo in the scan, would that show up in the

20    game?

21              MS. CENDALI:  Foundation.  Form.

22              THE WITNESS:  I'm not sure what you mean.  Can

23    you restate your question?

24              MR. ALEXANDER:  Yeah.

25         Q    If there was some sort of -- whether it be
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1    reflected light or some other flaw in the tattoo scan,

2    would that show up in the game?

3              MS. CENDALI:  Form.  Foundation.

4              THE WITNESS:  The tattoo scans, as delivered

5    -- the body scans are raw, as I said.  So it doesn't

6    drop directly in the game from that point.  But a body

7    package involves more than one pose.  It involves a

8    neutral pose and then a pose with arms pointing up and

9    arms pointing down.  Generally speaking, because there's

10   three poses, obscured -- or tattoos that have reflected

11   light in them are -- are not a major problem.

12   BY MR. ALEXANDER:

13       Q    So when someone would observe the tattoos in

14   the game, they wouldn't see the reflected light?

15       A    In the game, no.  I don't believe they would.

16       Q    The tattoos are observable in the game, right?

17              MS. CENDALI:  Objection.  Form.  Foundation.

18              THE WITNESS:  The -- there are players in the

19   game that have tattoos.

20   BY MR. ALEXANDER:

21       Q    And you can see them, right?

22              MS. CENDALI:  Objection.  Form.  Overbroad.

23   Foundation.

24              THE WITNESS:  They -- it would depend on the

25   context, whether they -- you know, it would depend on
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 1    the viewing distance, whether you could see them or not,

 2    and it would depend on where the tattoo was, whether you

 3    could see it or not.  So it would -- it -- my answer is

 4    it depends.

 5            MR. ALEXANDER:  I'm going to hand you what's

 6    marked Exhibit 7.

 7            Oh, I'm sorry, Cat.  That's the wrong

 8    document.

 9            (Exhibit 7 was marked for identification.)

10    BY MR. ALEXANDER:

11        Q    Do you recognize this?

12        A    Not yet.

13            MS. CENDALI:  This is Exhibit 7?

14            MR. ALEXANDER:  Yeah.

15            (Pause.)

16            THE WITNESS:  Okay.

17    BY MR. ALEXANDER:

18        Q    Do you recognize this document?

19        A    This document appears to be a compilation of

20    -- of a brainstorming session.  It -- wish lists are

21    usually a product of -- you know, before we begin work

22    in earnest on a title, we just kind of collect ideas

23    from the team.  They're not necessarily -- this is

24    obviously a giant list.  So it starts out with just

25    everybody's ideas from everywhere, and then eventually
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                                                    Page 100

 1    it gets culled down into something that is achievable.

 2         Q    And if you look at the first page of this,

 3    it's marked TAKE-TWO_00004246.

 4         A    Okay.

 5         Q    This looks to be an email from yourself to

 6    yourself; is that right?

 7              MS. CENDALI:  I'm sorry.  Can --

 8              THE WITNESS:  I can't --

 9              MS. CENDALI:  What email are you talking

10    about?  I don't have -4246.

11              MR. ALEXANDER:  It's the first page of the

12    document.  It would be the inside page, maybe, of the --

13    they're double-sided printed.

14              MS. CENDALI:  Oh, thank you, Counsel.

15              THE WITNESS:  It does appear to be that, yes.

16    BY MR. ALEXANDER:

17         Q    And the subject is 2K17?

18         A    That's what I'm seeing, yes.

19         Q    And then the attachment is "Copy of 2K17 Wish

20    List.xlsx," right?

21         A    Correct.

22         Q    Does the attachment beginning on TAKE-TWO

23    00004247 look to be that attachment?

24         A    I can't say for sure, but -- because I can't

25    remember off the top of my head.
```

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 1         Q    What's the title of this document that's the

 2    -4247 document?

 3         A    Oh, you're asking me?  Oh, I don't know.  I'm

 4    not --

 5         Q    What's it say at the beginning?  Sorry.

 6    Strike that.

 7              What's it say at the top of the chart?

 8         A    "2K17 Wish List."

 9         Q    Okay.

10              MS. CENDALI:  Break.  Sorry.

11              (Recess.)

12    BY MR. ALEXANDER:

13         Q    So before we broke, I handed you what was

14    marked Exhibit 7.

15         A    Yes.

16         Q    And you mentioned that this is a wish list?

17         A    Yes.

18         Q    Can you tell me what the purpose of the wish

19    list is?

20         A    This is not authored by me.  This is a

21    compilation of notes.  Usually, we -- if we -- when we

22    ship a game, when we're starting to think about the next

23    year's game, there's, like, a brainstorming session when

24    we just ask everyone to just sort of throw out ideas,

25    and I -- this looks like something where someone
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 1    compiled all the ideas from and organized them based on

 2    discipline, and that's what that is.

 3              So as I said, that ultimately gets culled down

 4    to a much smaller list and run -- run by lots of people,

 5    but this looks like sort of the beginning of that.

 6         Q    Who all is involved in the brainstorming

 7    session?

 8         A    We start very broad, and so everyone -- or I

 9    should say the art department.  So we -- we just -- we

10    try to take input from everyone at the initial stages.

11    Even if it is something we can't do, we -- we don't want

12    to shut anybody out.  So ...

13         Q    Who is directing the brainstorm?

14         A    No one.

15         Q    Is it a meeting?

16         A    It's free-form.  It's emails.  Probably -- in

17    this case, I don't know exactly, but, generally

18    speaking, it's free-form.  There is no, like -- it's

19    just, like:  Okay.  We're -- we'd like to solicit your

20    ideas.  And then ideas get sent to a producer, probably,

21    and then they -- they compile those ideas into a

22    document like this.

23         Q    Who is "they"?

24         A    The producer.

25         Q    So you think this was compiled by one of the
```

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```
 1    art producers?

 2              MS. CENDALI:  Foundation.

 3              THE WITNESS:  I don't know.

 4    BY MR. ALEXANDER:

 5        Q    Is the brainstorming just a random collection

 6    of emails, or is it one email thread where everyone

 7    contributes?

 8        A    It's a random collection of emails --

 9        Q    Who --

10        A    -- because --

11        Q    -- collects the emails?

12              MS. CENDALI:  Objection.  Foundation.

13              THE WITNESS:  I don't know.  It would be a --

14    it would -- it may be different year to year.

15    BY MR. ALEXANDER:

16        Q    You've seen this document before, though,

17    correct?

18        A    I can't say for sure, but I would assume that

19    I've seen it because -- yeah, I -- I'm familiar with the

20    concept of wish lists, and, you know, I will generally

21    take a look at them.  But this one in particular is from

22    a while ago, so I don't recall it exactly.

23        Q    Did you author any of this?

24        A    I don't believe so.

25        Q    Can you turn to the page that's marked
```

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 1    TAKE-TWO 00004249.

 2        A    Yes.

 3        Q    Can you look at the row number 36 on that

 4    page?

 5        A    Yes.

 6        Q    Can you read what's in that cell to the right?

 7        A    "Tattoos on NBA player..these guys are always

 8    updating them and I do not have a resource to know who

 9    is changing them outside of just doing a compare to the

10    latest Getty images.  Michael tried to help but only

11    made me a list of who has tattoos.  yah I know that

12    already.  I need to know when a dude gets a tattoo on

13    his left shoulder or fore finger ...  Maybe Ronnie could

14    help with this when it's not August."

15            That doesn't appear to be language I would

16    use.  So I don't believe that I authored this document

17    or that cell.

18        Q    Do you know who authored this cell?

19        A    I do not.

20        Q    Do you know if any steps were taken to know

21    when a dude gets a tattoo?

22        A    I do not.

23        Q    Were you aware that this -- strike that.

24            Were you aware that staying up to date on

25    players' tattoos was an issue for Take-Two?
```

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```
1              MS. CENDALI:  Objection to form.

2    Mischaracterizes the document.

3              THE WITNESS:  I -- I don't know what you mean

4    by "issue."

5    BY MR. ALEXANDER:

6        Q    Would you agree that when this document was

7    written, Take-Two was trying to monitor players' tattoos

8    throughout the league?

9              MS. CENDALI:  Objection to form.

10   Mischaracterizes testimony.  Document speaks for itself.

11             THE WITNESS:  No, I would not agree with that.

12   As I stated earlier, this is a loose brainstorming

13   document with up to 60 people contributing to it, and I

14   don't know where this came from.

15             MR. ALEXANDER:  Handing you what will be

16   marked Exhibit 8.

17             (Exhibit 8 was marked for identification.)

18   BY MR. ALEXANDER:

19       Q    And before I ask about this document, are

20   there any meetings where Take-Two has brainstorm

21   sessions that would be reflected in that Exhibit 7?

22             MS. CENDALI:  Foundation.

23             THE WITNESS:  Can you restate the question?

24             MR. ALEXANDER:  Yeah.

25       Q    So you mentioned that the brainstorming is
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```
 1    generally a collection of emails; is that right?

 2            MS. CENDALI:  Objection.  It mischaracterizes

 3    testimony.  Form.

 4            THE WITNESS:  I -- I believe I said it's not a

 5    formal email chain or thread, but it's a wide

 6    solicitation of ideas to the entire team that are then

 7    compiled by someone.

 8    BY MR. ALEXANDER:

 9        Q    Through email?

10        A    It may be email.  It may be something else.

11        Q    Are there ever any brainstorming meetings in

12    person?

13            MS. CENDALI:  Foundation.

14            THE WITNESS:  About any topic ever?  I'm sure

15    that we have had a brainstorming session about a topic,

16    yes.

17    BY MR. ALEXANDER:

18        Q    Have you ever had a brainstorming session

19    regarding the subject matter described in cell 36 in

20    Exhibit 7?

21        A    I don't recall such a meeting.

22        Q    So I handed you Exhibit 8, which is TAKE-TWO

23    00002506.

24            Have you taken a look at that?

25        A    Yes, I have.
```

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```
 1        Q    And then I'm about to hand you --

 2             Can we make this part of that exhibit?

 3             (Discussion off the record.)

 4             THE WITNESS:  Thank you.

 5    BY MR. ALEXANDER:

 6        Q    Do you recognize this document?

 7        A    Yes.

 8        Q    Do you remember -- strike that.

 9             This document numbered TAKE-TWO 00002506,

10    that's an email from you to Jeff Thomas, right?

11        A    That's correct.

12        Q    You to Jeff Thomas and Greg Thomas, correct?

13        A    That's correct.

14        Q    And the subject is "art goals doc," right?

15        A    Yes.

16        Q    All right.  And then it has an attachment

17    called "2K17 Art Goals Document.docx."

18        A    That appears to be correct.

19        Q    And can you read the message you sent to Jeff

20    and Greg Thomas?

21        A    "Attached doc so you can refer to it afterward

22    if you like."

23        Q    And then if you turn to the next page, -2507,

24    what's the title of this document?

25        A    "2K17 Art Goals Document."
```

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```
 1        Q    Did you author this document?

 2        A    I believe I did.

 3        Q    And why did you -- strike that.

 4             Do you remember authoring this document?

 5        A    No, but it -- it looks like a document that I

 6   would author.  It's in Word, and I often write documents

 7   in Word.  So I -- and it seems like it's written in my

 8   voice.  So I believe I probably wrote it.

 9        Q    Do you write an art goals document for each

10   NBA 2K Game?

11        A    No, not necessarily.

12        Q    Do you remember doing one for any other game

13   besides 2K17?

14        A    I feel like I've done one more than once, but

15   I don't do it every year.

16        Q    Do you remember which game that would be for?

17        A    I don't.

18        Q    Okay.  Can you turn to page ending in -2509.

19        A    Mm-hmm.

20        Q    Bullet point C, it says:  "In game body types.

21   We would like to continue with leveraging scanned bodies

22   to improve variety and accuracy in the league.  Focus

23   will be on body types that are underrepresented, as well

24   as bodies of the most popular players in the league."

25             Why do you -- strike that.
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```
 1            Can you tell me why you wrote this -- these

 2    two sentences?

 3        A    Okay.  Excuse me.  I'm going to refer to one

 4    of the previous exhibits.  So ...

 5            MS. CENDALI:  Do you wish me to hand you a

 6    previous exhibit?

 7            THE WITNESS:  No, I -- no.  Thank you.

 8            At this point, this was before we had

 9    overhauled the body system to have as many -- an

10    infinite variation, and so we had a -- we had a much

11    smaller set of -- of body types, and so there would have

12    been a desire on my part to have more.

13    BY MR. ALEXANDER:

14        Q    And why is there a focus on the most popular

15    players' bodies in the league?

16            MS. CENDALI:  Objection.  Mischaracterizes.

17    The document speaks for itself.  Form.

18            THE WITNESS:  I'm not sure.  I think,

19    generally speaking, I just -- you know, I was attempting

20    to make sure the bodies of the players looked -- looked

21    like they do.

22    BY MR. ALEXANDER:

23        Q    Particularly the most popular players in the

24    league, correct?

25        A    Well --
```

1   MS. CENDALI: Objection to form.

2   THE WITNESS: -- in the same sentence I also

3   said "body types that are underrepresented."

4   BY MR. ALEXANDER:

5   Q   So you don't -- it's not accurate that there

6   should be a focus on bodies of the most player --

7   popular players in the league?

8   A   The sentence that I said in this document

9   included that as a partial focus, but not the complete

10   focus.

11   Q   So there was a partial focus to -- to make

12   sure the most popular players in the league had their

13   body types represented?

14   A   Had accurate body types.

15   Q   Okay. Is this because the most popular

16   players are seen more in the games?

17   MS. CENDALI: Objection.

18   THE WITNESS: At this point, this is a

19   document that was written and presumably discussed with

20   Jeff, but at that point usually no decision is made in

21   terms of what we're going to do. It's just an idea.

22   BY MR. ALEXANDER:

23   Q   Sure. But you wrote this, though.

24   Why did you think it's important to focus on

25   the most popular players in the league?

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```
 1              MS. CENDALI:  Objection.  Mischaracterizes his

 2     testimony and the document.  Form.

 3              THE WITNESS:  I indicated that the focus would

 4     be on body types that are underrepresented as well as

 5     bodies of the most popular players in the league.  I

 6     follow that by saying:  "adding 10-15 player bodies

 7     and may" -- and "focus on a pipeline where adding a body

 8     to the system is relatively painless."

 9              Yeah, I'm not sure.

10     BY MR. ALEXANDER:

11         Q    Take-Two doesn't want to have the most popular

12     players in the league have inaccurate characters in the

13     game, right?

14              MS. CENDALI:  Objection to form.

15              THE WITNESS:  Take-Two doesn't want to have

16     anybody in the game not look like themselves, but there

17     are some people on a team that get cut from that team

18     and don't ever appear in the game.

19     BY MR. ALEXANDER:

20         Q    Unlike the most popular players in the league?

21         A    Sometimes they don't appear in the game either

22     because they get injured, but ...

23         Q    Let's move down to D.  It says:  "Neck

24     improvements.  Currently, the neck from the head scan

25     blends into a generic body neck during the rigging
```

1 process. This often hurts the likeness of the players."

2   Can you explain that?

3   A   Yes. The -- the head scan does a blend into

4 -- well, I mean, it -- I don't know if I can explain it

5 more than what I wrote, that the neck from the head scan

6 blends into a generic body neck during the rigging

7 process.

8   There was a -- there was a -- there were

9 attempts to improve our rig so that we could have, you

10 know, infinite body shapes, including the neck, but

11 because of the transition between the scan and the --

12 and that rig, the transition point was at the neck. I'm

13 pointing out that that system is not as good as it could

14 be.

15   Q   Okay. Then if you look down at H, it says:

16 "Tattoo accuracy. We want to have Mike Stauffer focus

17 on evaluating tattoo accuracy across the league at

18 various points during the season so that we can allocate

19 Pixelgun or other outsourcing resources towards

20 maintenance each year."

21   Why did you write that?

22   A   I'm not sure. Presumably someone on -- on

23 staff mentioned it. I say that because I used the word

24 "we."

25   Q   Does "we" include you?

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1   A   Technically speaking, "we," the art

2   department, includes the whole art department. This is

3   an art goals document. There are probably -- yeah, so

4   this is kind of a high-level document about things the

5   art department would like, but it's not a mandate. It

6   doesn't mean they are things the art department will

7   get. It just begins the conversation.

8   Q   Why would you like -- why would you like Mike

9   Stauffer to evaluate tattoo accuracy across the league?

10   MS. CENDALI: Objection to form.

11   THE WITNESS: I would presume that -- there's

12   no formal mechanism for tracking that data, and so it's

13   probably inconvenient.

14   BY MR. ALEXANDER:

15   Q   And what do you mean, "it's...inconvenient"?

16   A   Well, we don't get a news bulletin when a

17   player changes their look, like, they cut their hair,

18   shave their beard, change their arm sleeve, and so it's

19   a -- it's a constant effort to try to, you know, make

20   sure that they look like they do in real life, but

21   knowing how they look in real life changes, and so I'm

22   guessing that that's -- that's why they appear on a

23   list.

24   Q   And there's a particular focus here on

25   maintaining tattoo accuracy, correct?

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1   MS. CENDALI: Objection. That

2   mischaracterizes his testimony. The document speaks for

3   itself. Form.

4   THE WITNESS: No, I would not refer to this as

5   a particular focus. This is a large document with lots

6   of headings, and that is a very small item way down the

7   list. It's in the context of the global game. This is

8   -- this is not a large focus.

9   BY MR. ALEXANDER:

10   Q   Would you say that having inaccurate tattoos

11 hurts the likeness of the players?

12   A   I can't say that as a global statement, no.

13   Q   And you stated earlier that you include the

14 tattoos in the game to make them look like they look in

15 real life?

16   A   Yes, I -- I mean, I'll take your word for it

17 that I said that earlier, but ...

18   Q   Is that true?

19   MS. CENDALI: Objection to form.

20   What is the question?

21 BY MR. ALEXANDER:

22   Q   Is it true that tattoos are included in the

23 game to make the players look like they do in real life?

24   MS. CENDALI: Foundation.

25   But you can answer.

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 1           THE WITNESS:  We don't tend to isolate any one

 2    thing.  Our job is to replicate a player likeness, and

 3    so, as an art department, that's what we aspire to do.

 4    BY MR. ALEXANDER:

 5         Q    You aspire to do what?

 6         A    To have the player look like they would on

 7    television.

 8         Q    Including with the tattoos they have in real

 9    life?

10         A    If that -- I mean, there are tattoos in the

11    game on the players.

12         Q    And that's not to provide some sort of

13    critique on the players' tattoos, right?

14         A    Pardon?

15         Q    You're not putting them in the game to make a

16    commentary on the tattoos of any players, right?

17           MS. CENDALI:  Objection.  Foundation.  Form.

18           THE WITNESS:  I don't -- I don't think I

19    understand the question.  I'm sorry.

20    BY MR. ALEXANDER:

21         Q    You're not saying:  Hey, this tattoo is cool.

22    That's why we're including it in the game, right?

23         A    We --

24           MS. CENDALI:  Objection to form.

25           THE WITNESS:  We took a picture of the player,
```

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 1   and we're -- we're putting that -- the player in the

 2   game as we photographed them.

 3   BY MR. ALEXANDER:

 4       Q    So you're not criticizing the tattoos on the

 5   players, right?

 6            MS. CENDALI:  Foundation.

 7            THE WITNESS:  Me personally?  Is that what

 8   you're -- you're asking if --

 9            MR. ALEXANDER:  I'll rephrase it.

10       Q    Is Visual Concepts criticizing the tattoos on

11   the players in the game?

12       A    Like, publicly, like --

13       Q    By including them in the game?

14            MS. CENDALI:  Objection to form.  Foundation.

15            You can answer.

16            THE WITNESS:  No, I guess not.  I don't

17   understand the question, but I -- I'm not -- I guess the

18   answer is no, but I'm not sure that I understand.

19   BY MR. ALEXANDER:

20       Q    And you're not including them for scholarship

21   purposes, correct?

22            MS. CENDALI:  Objection to form.  Foundation.

23            THE WITNESS:  The players are in the game

24   appearing as they appear because we have the rights to

25   represent the player likenesses in the game.
```

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 1   BY MR. ALEXANDER:

 2       Q    But the reason they appear in the game is not

 3   because your -- Take-Two is putting out some sort of

 4   scholarly work on tattoos, correct?

 5            MS. CENDALI:  Objection to form.

 6            THE WITNESS:  I don't know what the basis of

 7   the question is, if it's a legal term in terms of what

 8   "scholarly work" means.  I don't -- I would need more

 9   background.  Like, I don't -- I'm just telling you what

10   we do.  We replicate the way that a basketball looks in

11   real life.  We try to make our video game look like

12   that.

13   BY MR. ALEXANDER:

14       Q    By including the tattoos in the game, are you

15   teaching people about tattoos?

16       A    I don't --

17            MS. CENDALI:  Object- --

18            THE WITNESS:  -- know.

19            MS. CENDALI:  There's an objection to form.

20            But go ahead.

21   BY MR. ALEXANDER:

22       Q    When your character artists -- strike that.

23            Before the -- strike that.

24            MS. CENDALI:  Counsel, we're at three hours.

25   So you have a half an hour left.
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 1              MR. ALEXANDER:  Okay.  I will try to wrap up

 2   by then, but I expect that you'll allow me to finish my

 3   line of questions if I'm in the middle of a line of

 4   questioning.

 5              MS. CENDALI:  Well, I would expect you to do

 6   your best to accommodate our agreement, and let's just

 7   keep going.

 8              MR. ALEXANDER:  I will do my best.

 9              I'm handing you what I'm marking as Exhibit --

10   is it 9?

11              THE REPORTER:  Yes.

12              (Exhibit 9 was marked for identification.)

13   BY MR. ALEXANDER:

14       Q    Do these look familiar to you?  Does this

15   document look familiar to you?

16       A    Yes.

17       Q    Can you tell me what this is?

18       A    It looks to be a contract and associated

19   schedules between Take-Two Interactive and Pixelgun

20   Studio.

21       Q    And if you turn to page 10, which is --

22   corresponds to TAKE-TWO 00003694 --

23       A    Mm-hmm.

24       Q    -- is that your signature?

25       A    It is.
```

1   Q   And you're signing on behalf of Pixelgun

2   Studio?

3   A   I am.

4   Q   And the counterpart to this document is 2K

5   Games Inc.; is that right?

6   A   That's what it appears to be, yes.

7   Q   Do you know who signed that?

8   A   I can't read the handwriting.

9   Q   And this was signed by you on January 29th,

10   2014, correct?

11   A   That's correct.

12   Q   What's your understanding of what this

13   document is?

14   MS. CENDALI: Objection. Overbroad. Form.

15   THE WITNESS: As a general matter, it was an

16   agreement that -- it was a Services Agreement where

17   Pixelgun agreed to provide scans to Take-Two for their

18   NBA game.

19   BY MR. ALEXANDER:

20   Q   Do you know which NBA game this agreement,

21   starting on page TAKE-TWO 00003685, corresponds to?

22   A   Well, the agreement itself doesn't correspond

23   to any one title. The schedules refer to the titles

24   that it corresponds to.

25   Q   So is this a master agreement that governs the

Page 120

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 1    -- each schedule?

 2         A     That's my understanding.

 3              MS. CENDALI:  Counsel, just -- just for the

 4    sake of the record, the "this" -- Exhibit 9 is a

 5    collection of an agreement with schedules.  So "this"

 6    may be imprecise as to what you're referring to, but

 7    it's up to you.

 8              MR. ALEXANDER:  When I -- when I said "this,"

 9    I was referring to pages -3685 through -3694.

10         Q     So what services does this Services Agreement

11    cover?

12              MS. CENDALI:  Asked and answered.

13              You may answer.

14              THE WITNESS:  Player scanning for the NBA

15    series -- NBA 2K series.

16    BY MR. ALEXANDER:

17         Q     Can you look at page -3686, section 4.1.

18         A     Okay.

19         Q     It says:  "'Deliverables' shall mean the

20    materials set forth on each applicable Schedule A and

21    any and all other work, services, materials and work

22    product provided or created under any Schedule A and all

23    of the intellectual property rights related to any of

24    the foregoing...but not limited to" -- and then it lists

25    out several specific deliverables.
```

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1   Can you read those off for me?

2   A   "Including, but not limited to, (a), one mesh

3   (in .obj format) per expression; (b), all source

4   photography and reference photography," parentheses

5   "(such as tattoo photos from the shoot)," comma "and,

6   (c), seven texture maps, including neutral color,

7   wrinkle color, neutral normal, wrinkle normal, detail

8   normal, displacement and occlusion."

9   Q   What's your understanding of what intellectual

10 property rights are encompassed by those three items?

11   MS. CENDALI: Objection. Overbroad. Calls

12 for a legal conclusion.

13   You may answer.

14   THE WITNESS: I was not represented by counsel

15 when I signed this agreement. I did not draft this

16 document. If you're asking me for a legal conclusion

17 about those intellectual property rights, I can't give

18 you one.

19 BY MR. ALEXANDER:

20   Q   Did you read the document before you signed

21 it?

22   A   Yes.

23   Q   What -- did you have an understanding of what

24 this paragraph meant?

25   A   In a general sense, it meant that Pixelgun

```
 1   should deliver a mesh, some photos, and some maps.

 2        Q    And did you understand that to include the

 3   intellectual property rights related to those items?

 4        A    That was not my concern.

 5        Q    Did you consider what intellectual property

 6   rights might -- might be related to those items?

 7        A    No.

 8        Q    Sitting here today, do you have an

 9   understanding of what IP rights Pixelgun has related to

10   these items?

11             MS. CENDALI:  Objection to form.  Foundation.

12             You may answer.

13             THE WITNESS:  Do I have a correct and accurate

14   legal understanding of the extent of those rights?  No,

15   I do not.

16             MR. ALEXANDER:  That wasn't my question.

17        Q    It was:  Do you have an understanding?

18             MS. CENDALI:  Of what?

19   BY MR. ALEXANDER:

20        Q    Do you have an understanding of what

21   intellectual property rights are encompassed by these

22   items in this paragraph?

23             MS. CENDALI:  Objection.  Form.

24             THE WITNESS:  My understanding is that any of

25   the source that Pixelgun acquires is the property of
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 1    Take-Two, intellectual or otherwise.

 2    BY MR. ALEXANDER:

 3         Q    In this document, do you understand 2K Games

 4    to be granting you any rights to make copies of any

 5    intellectual property?

 6         A    I do not understand that.

 7         Q    Do you understand Take-Two to be granting you

 8    any rights to reproduce player likenesses?

 9              MS. CENDALI:  Objection to form.

10              THE WITNESS:  No, I do not understand that,

11    them to be granting Pixelgun any such rights.

12    BY MR. ALEXANDER:

13         Q    Do you think Pixelgun has the right to

14    reproduce player likenesses?

15              MS. CENDALI:  Objection.  Overbroad.  Form.

16    Calls for a legal conclusion.

17              THE WITNESS:  My understanding is that

18    Pixelgun does not have a contract with the NBA Players

19    Association.  It does not have any rights with respect

20    to player likenesses, that those are contracts that

21    Take-Two has, and we are simply a vendor working on

22    behalf of Take-Two.  So Pixelgun would never do anything

23    with any of these pictures, assets or otherwise.

24    BY MR. ALEXANDER:

25         Q    When a player is scanned in that mobile
```

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 1    trailer, how many photographs are taken in a given

 2    session?

 3         A    For a single player or for multiple player?

 4    It would depend.

 5         Q    Let's start with a single player.

 6              MS. CENDALI:  Objection.  Overbroad.

 7              You may answer.

 8              Form.

 9              THE WITNESS:  It would depend on what was

10    ordered by the client.

11    BY MR. ALEXANDER:

12         Q    What if it was a general body scan?

13         A    And not a head scan?

14         Q    Let's start with just a body scan.

15         A    A single body scan or a body scan set?

16         Q    What's the difference between a single body

17    scan and a body scan set?

18         A    The number of poses.

19         Q    Let's start with a single body scan.

20         A    That would be 150 pictures --

21         Q    And --

22         A    -- approximately.

23         Q    Is that multiplied, then, by how many poses

24    are requested?

25         A    Correct.
```

                                                      Page 125

 1   Q   Does Pixelgun do anything else besides scan

 2   NBA players?

 3   A   Yes.

 4   Q   What do they do?

 5   A   They scan professional wrestlers for the WWE

 6   title, and occasionally they are approached by other

 7   clients to -- to do scans for other projects, such as

 8   films or television commercials.

 9   Q   When did it start scanning for the WWE title?

10   A   I don't recall the exact date.

11   Q   Do you have an educated guess?

12   MS. CENDALI: Objection. Relevance. This

13   game will -- this lawsuit only involves NBA.

14   THE WITNESS: It was after we were scanning

15   for the basketball title.

16   BY MR. ALEXANDER:

17   Q   What kind of films and TV commercials does

18   Pixelgun do scans for?

19   A   I don't have that entire list in front of me,

20   but one of -- we did a -- we did a scanning session for

21   The Walk where we scanned Joseph Gordon-Levitt and

22   delivered that asset to -- to Atomic Fiction, which is

23   my previous company that I worked at.

24   Q   Was Pixelgun the company that did the scans

25   for the other shows you mentioned earlier, for example,

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 1   "Boardwalk Empire"?

 2        A    No, and I -- I'm realizing that I did misspeak

 3   earlier when I referred to Atomic Fiction.  They did not

 4   -- they did -- they did do work on the movie "The Walk,"

 5   and they did hire Pixelgun to do the scanning for that

 6   movie, but at the time I was employed at Atomic Fiction,

 7   we were doing a test for that movie, and we were not --

 8   they had not yet hired Joseph Gordon-Levitt.  They had

 9   -- they were working with an employee of that studio,

10   and we were working with Phillippe Petit, who would --

11   is the actual person that walked on the tight rope, and

12   so this came later after Pixelgun was a company that --

13   they hired Pixelgun to do this film work, and that was

14   the most -- that's the most significant film work we've

15   done.

16        Q    Why would scans from Pixelgun be needed for

17   movies or TV commercials?

18        A    To replace the face of a stunt person with the

19   actor.

20        Q    Any other examples?

21        A    There was a movie called "Welcome to Marwen,"

22   and we drove on the Warner Brothers lot and scanned a

23   few actors for that movie for a similar purpose.

24        Q    What proportion of Pixelgun's revenue comes

25   from its agreement with Visual -- 2K Sports?
```

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 1              MS. CENDALI:  Objection.  Form.  Overbroad.

 2              You may answer.

 3              THE WITNESS:  I don't know the exact figure,

 4    but it's -- it's a significant amount.  It's the

 5    majority, certainly.

 6    BY MR. ALEXANDER:

 7         Q    So more than half?

 8         A    Correct.

 9         Q    More than 75 percent?

10         A    Again, I don't know the exact amount.

11    Probably, yes.

12         Q    More than 80?

13         A    Again -- now you're getting to where I'd be

14    guessing.  So ...

15         Q    So since you became aware of this lawsuit, has

16    Pixelgun implemented any policies relating to scanning

17    tattoos?

18              MS. CENDALI:  Objection to form.  Overbroad.

19              You may answer.

20              THE WITNESS:  No, other than with this new

21    trailer that uses cross-polarization, the method by

22    which bodies are scanned is slightly different.  And the

23    poses that the bodies take are different as well.

24    BY MR. ALEXANDER:

25         Q    Has anyone at Pixelgun talked to anyone at
```

```
 1    Take-Two about intellectual property issues related to

 2    tattoos?

 3         A    Not to my knowledge.

 4         Q    And Pixelgun does not have an in-house

 5    counsel?

 6         A    That is correct.

 7         Q    Is Pixelgun -- strike that.

 8              Has anyone at Pixelgun talked to any Take-Two

 9    attorneys about intellectual property related to

10    tattoos?

11              MS. CENDALI:  Well, to the extent that you --

12    objection to form.

13              You can answer the question.

14              THE WITNESS:  Can you restate the question?

15              MR. ALEXANDER:  Can you repeat it.

16              (Record read by the reporter as follows:

17                 "QUESTION:  Has anyone at Pixelgun talked

18              to any Take-Two attorneys about intellectual

19              property related to tattoos?")

20              THE WITNESS:  I don't believe intellectual

21    property, in particular, ever came up.  We just --

22    Pixelgun was subpoenaed, and as a result of that

23    subpoena, then there were conversations with attorneys.

24    BY MR. ALEXANDER:

25         Q    Were you involved in those conversations?
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Anton Dawson 1/22/2020

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 1        A     I was involved in one conversation.

 2        Q     Was anyone else employed by Pixelgun involved

 3   in the -- that conversation?

 4        A     I believe Mauricio may have been on that call.

 5        Q     What did you discuss on the call?

 6              MS. CENDALI:  Objection.

 7              Instruct you not to answer on the grounds of

 8   attorney-client privilege.

 9   BY MR. ALEXANDER:

10        Q     Are you following your counsel's instruction?

11        A     I am.

12        Q     Has Pixelgun retained an attorney related to

13   that conversation?

14              MS. CENDALI:  Objection.

15              Counsel, you know that Kirkland represents

16   Pixelgun in responding to your subpoena, correct?

17   BY MR. ALEXANDER:

18        Q     Was the conversation about responding to a

19   subpoena?

20              MS. CENDALI:  I will let you answer that "yes"

21   or "no" with the agreement that that's not a waiver of

22   the privilege.

23              THE WITNESS:  Yes.

24              MR. ALEXANDER:  And just to be clear, my

25   question was if you talked to Take-Two attorneys.
```

1   I understand your objection to be the

2   conversation was including a Pixelgun -- or an attorney

3   retained by Pixelgun, and that's why it's

4   attorney-client communication?

5   MS. CENDALI: I don't want to take deposition

6   time for this, but that would definitely be true.

7   BY MR. ALEXANDER:

8   Q   Can you turn to Exhibit No. 9, page TAKE-TWO

9   00003696. This would be page 12 to Schedule A-1.

10   A   Okay.

11   Q   If you look at the paragraph 4.1, "Fee" --

12   A   Yes.

13   Q   -- it says: "Publisher shall pay up to Two

14   Million Five Hundred Thirty-two Thousand One Hundred

15   Twenty-seven United States Dollars for all fees and

16   expenses under this Schedule A-1."

17   Did 2K pay Pixelgun that amount of money in

18   relation to this schedule?

19   MS. CENDALI: Objection to form.

20   THE WITNESS: I don't know.

21   BY MR. ALEXANDER:

22   Q   Do you have any reason to believe Pixelgun

23   wasn't paid this much money?

24   MS. CENDALI: Objection to form.

25   THE WITNESS: Yes, this is a schedule to open

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1   a purchase order, so this is a maximum amount. A

2   maximum amount is not always hit.

3   BY MR. ALEXANDER:

4   Q   And you don't know if it was hit on -- in this

5   occasion?

6   A   I don't.

7   Q   Do you have records that would show how much

8   Pixelgun has been paid?

9   A   Probably, yes.

10   MR. ALEXANDER: Okay. We're going to request

11   those documents -- those records.

12   MS. CENDALI: You can make your request, and I

13   think you're out of time, and you've already served the

14   subpoena.

15   MR. ALEXANDER: I have just a few more

16   questions on this document.

17   Q   Can you turn to Exhibit A-5, which is TAKE-TWO

18   00003749.

19   MS. CENDALI: Where is that in the document?

20   MR. ALEXANDER: This is -- so it's schedule

21   A-5, which --

22   THE WITNESS: Okay. I --

23   BY MR. ALEXANDER:

24   Q   The schedules are in order.

25   A   I have it now.

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 1              MS. CENDALI:  But just --

 2              THE WITNESS:  It's -- the numbers are out of

 3    order, but the schedules are in order.

 4              So it's schedule A-5.

 5    BY MR. ALEXANDER:

 6        Q    If you look at paragraph 1.1, do you see that

 7    this is related to scanning for NBA 2K16?

 8        A    Yes, I do.  Actually, that's not correct.

 9    It's -- it's motion capture and scanning.

10        Q    Okay.

11        A    And it says "facial scanning," but ...

12        Q    Okay.  And Schedule A-1, what game was that?

13        A    A-1?

14        Q    Yeah.

15        A    It appears to be 2K14.

16        Q    Okay.  And then for -- for Schedule A-5, if

17    you'd look at paragraph 4.1, the fee looks to be up to

18    $1 million; is that right?

19        A    That appears to be correct.

20        Q    Do you know why it went down from over

21    2 million to 1 million for this game?

22              MS. CENDALI:  Objection.  Mischaracterizes the

23    documents and the testimony.

24              You may answer.

25              Form.
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 1              THE WITNESS:  So we're -- we're comparing

 2   Schedule A-1 2K14 to Schedule A-5?

 3   BY MR. ALEXANDER:

 4       Q    Correct.

 5       A    And A-1 -- yes, for 2K14, there were no scans.

 6   So the desire was to scan the entire NBA, which is 450

 7   players.  For 2K16, there were scans, many of them

 8   acquired for 2K14, and so the budget went down because

 9   the projections were it would not be necessary to get as

10   many scans.

11       Q    Can you turn to Schedule A-7.

12            Does this appear to be for 2K18?

13       A    It does appear to be for 2K18.

14       Q    And if you'd look at 4.1 on the next page, the

15   fee appears to be up to $1.6 million.

16       A    Yes, that appears to be correct.

17       Q    Do you know why that went up from 1,000 to 1.6

18   or -- sorry -- strike that.

19            Do you know why that went up from 1 million to

20   1.6 --

21       A    I --

22       Q    -- million?

23       A    I don't know in particular, no.  I -- no, I

24   don't know in particular, so ...

25            MS. CENDALI:  This seems like a good time to
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 1    just designate everything in this deposition as "Highly

 2    Confidential, Pursuant to the Protective Order,"

 3    including, but not limited to, everything with regard to

 4    Exhibit 9.

 5    BY MR. ALEXANDER:

 6        Q    Does Pixelgun keep track of how many scans it

 7    does per year for 2K Games?

 8             MS. CENDALI:  Foundation.

 9             THE WITNESS:  Well, 2K Games keeps track of

10    that.  You know, they -- they track how many scans are

11    ordered and delivered.

12    BY MR. ALEXANDER:

13        Q    Is the price typically -- strike that.

14             Is the price per year typically based on the

15    number of scans done for that year?

16             MS. CENDALI:  Objection to form.

17             You may answer.

18             THE WITNESS:  Not always.

19    BY MR. ALEXANDER:

20        Q    What other considerations are there?

21        A    Pixelgun doesn't only do scanning.  They also

22    do some motion-capture services of bodies, and they also

23    do some facial motion-capture services.  In a given

24    year, they may be asked to do more or less of that, and

25    that can change the overall budget.
```

1   They -- there's a -- a narrative story mode in

2   the game that is not part of the NBA game. The number

3   of actors that are cast in that fluctuates over time.

4   The number of background characters that are required

5   for the Neighborhood fluctuates over time, and the

6   number of subject scans to build generic characters

7   fluctuates over time. All of those things impact the

8   budget.

9   Q   And those -- those considerations are

10 projected onto the upcoming game and reflected in the

11 agreement?

12   MS. CENDALI: Objection to form.

13   You may answer.

14   THE WITNESS: They're reflected in the

15 schedule, yeah.

16   MR. ALEXANDER: Okay. I have one more

17 document here, and it shouldn't take too long. I'm

18 marking what's Exhibit No. 10.

19   MS. CENDALI: I note you have three minutes

20 left, and I've given you warning. Let's go.

21   MR. ALEXANDER: So this is all one copy of the

22 exhibit, and then -- so two copies here, Exhibit No. 10.

23   (Exhibit 10 was marked for identification.)

24 BY MR. ALEXANDER:

25   Q   Do you recognize this document?

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 1      A    Not immediately.

 2           It looks like an email sent to me from Ann

 3   Sidenblad.

 4      Q    Can you read the subject of the email?

 5      A    "Operation sports notes."

 6      Q    Do you know what that refers to?

 7      A    Yes.

 8      Q    What's that?

 9      A    Operation Sports is a website that sort of

10   looks at our game or has forums where people will

11   discuss our game, and it's a place where some of the

12   artists will go to collect criticism in order to know

13   what to work on in a subsequent year or to get ideas,

14   anyway.

15      Q    Are the people who post on the message board

16   Visual Concepts employees?

17      A    No.

18      Q    They're customers?

19           MS. CENDALI:  Objection.  Foundation.

20           THE WITNESS:  I don't know.  I would assume,

21   but I don't know.

22   BY MR. ALEXANDER:

23      Q    But they're not affiliated with --

24      A    That's --

25      Q    -- Take-Two or --
```

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1   A   That's correct.

2   Q   Does this appear to be a collection of user

3   comments from those message boards?

4   MS. CENDALI: Objection. Overbroad. Form.

5   THE WITNESS: I don't know for certain, but it

6   does appear to be a collection of the user notes or

7   observations.

8   MR. ALEXANDER: Okay. I think I'm all set.

9   THE WITNESS: Okay.

10   MS. CENDALI: Great.

11   There will be no questions.

12   (TIME NOTED: 1:23 p.m.)

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```
 1          I, the undersigned, a Certified Shorthand

 2   Reporter of the State of California, do hereby certify:

 3          That the foregoing proceedings were taken

 4   before me at the time and place herein set forth; that

 5   any witnesses in the foregoing proceedings, prior to

 6   testifying, were administered an oath; that a record of

 7   the proceedings was made by me using machine shorthand

 8   which was thereafter transcribed under my direction;

 9   that the foregoing is a true record of the testimony

10   given.

11          Further, that if the foregoing pertains to the

12   original transcript of a deposition in a Federal Case,

13   before completion of the proceedings, review of the

14   transcript [ x ] was [  ] was not requested.

15          I further certify that I am neither

16   financially interested in the action nor a relative or

17   employee of any attorney or any party to this action.

18          IN WITNESS WHEREOF, I have this date

19   subscribed my name.

20   Dated:    02/05/2020


21

22


          Catherine A. Ryan, RMR, CRR

23          CSR No. 8239

24

25
```

Page 139

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1                    Veritext Legal Solutions

                        1100 Superior Ave

2                         Suite 1820

                     Cleveland, Ohio 44114

3                    Phone: 216-523-1313

4

     February 6, 2020

5

     To: Dale Cendali Esq.

6

     Case Name: Hayden, James v. 2K Games Inc. And Take-Two Interactive

7    Software, Inc.

8    Veritext Reference Number: 3838270

9    Witness:  Anton Dawson      Deposition Date:  1/22/2020

10

     Dear Sir/Madam:

11

12   Enclosed please find a deposition transcript.  Please have the witness

13   review the transcript and note any changes or corrections on the

14   included errata sheet, indicating the page, line number, change, and

15   the reason for the change.  Have the witness' signature notarized and

16   forward the completed page(s) back to us at the Production address

     shown

17

     above, or email to production-midwest@veritext.com.

18

19   If the errata is not returned within thirty days of your receipt of

20   this letter, the reading and signing will be deemed waived.

21

     Sincerely,

22

     Production Department

23

24

25   NO NOTARY REQUIRED IN CA
```

1   DEPOSITION REVIEW
                  CERTIFICATION OF WITNESS
2

     ASSIGNMENT REFERENCE NO: 3838270
3   CASE NAME: Hayden, James v. 2K Games Inc. And Take-Two Interactive
     Software, Inc.
     DATE OF DEPOSITION: 1/22/2020
4   WITNESS' NAME: Anton Dawson
5   In accordance with the Rules of Civil
     Procedure, I have read the entire transcript of
6   my testimony or it has been read to me.
7   I have made no changes to the testimony
     as transcribed by the court reporter.
8

     _____   _____
9   Date   Anton Dawson
10   Sworn to and subscribed before me, a
     Notary Public in and for the State and County,
11   the referenced witness did personally appear
     and acknowledge that:
12

             They have read the transcript;
13   They signed the foregoing Sworn
                 Statement; and
14   Their execution of this Statement is of
                 their free act and deed.
15

             I have affixed my name and official seal
16

     this _____ day of_____, 20____.
17

                 _____
18   Notary Public
19   _____
                 Commission Expiration Date
20
21
22
23
24
25

```
                                                      Page 141

 1                    DEPOSITION REVIEW
                    CERTIFICATION OF WITNESS
 2

      ASSIGNMENT REFERENCE NO: 3838270
 3    CASE NAME: Hayden, James v. 2K Games Inc. And Take-Two Interactive
    Software, Inc.
      DATE OF DEPOSITION: 1/22/2020
 4    WITNESS' NAME: Anton Dawson
 5          In accordance with the Rules of Civil
      Procedure, I have read the entire transcript of
 6    my testimony or it has been read to me.
 7          I have listed my changes on the attached
      Errata Sheet, listing page and line numbers as
 8    well as the reason(s) for the change(s).
 9          I request that these changes be entered
      as part of the record of my testimony.
10

            I have executed the Errata Sheet, as well
11    as this Certificate, and request and authorize
      that both be appended to the transcript of my
12    testimony and be incorporated therein.
13    _____         _____
      Date                     Anton Dawson
14

            Sworn to and subscribed before me, a
15    Notary Public in and for the State and County,
      the referenced witness did personally appear
16    and acknowledge that:
17          They have read the transcript;
            They have listed all of their corrections
18                in the appended Errata Sheet;
            They signed the foregoing Sworn
19                Statement; and
            Their execution of this Statement is of
20                their free act and deed.
21          I have affixed my name and official seal
22    this _____ day of_____, 20_____.
23                _____
                  Notary Public
24

                  _____
25                Commission Expiration Date
```

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                                                    Page 142

 1                      ERRATA SHEET

              VERITEXT LEGAL SOLUTIONS MIDWEST

 2                ASSIGNMENT NO: 3838270

 3     PAGE/LINE(S) /        CHANGE        /REASON

 4     _____

 5     _____

 6     _____

 7     _____

 8     _____

 9     _____

10     _____

11     _____

12     _____

13     _____

14     _____

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Federal Rules of Civil Procedure

Rule 30

(e) Review By the Witness; Changes.

(1) Review; Statement of Changes. On request by the

deponent or a party before the deposition is

completed, the deponent must be allowed 30 days

after being notified by the officer that the

transcript or recording is available in which:

(A) to review the transcript or recording; and

(B) if there are changes in form or substance, to

sign a statement listing the changes and the

reasons for making them.

(2) Changes Indicated in the Officer's Certificate.

The officer must note in the certificate prescribed

by Rule 30(f)(1) whether a review was requested

and, if so, must attach any changes the deponent

makes during the 30-day period.

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ARE PROVIDED FOR INFORMATIONAL PURPOSES ONLY.

THE ABOVE RULES ARE CURRENT AS OF APRIL 1,

2019. PLEASE REFER TO THE APPLICABLE FEDERAL RULES

OF CIVIL PROCEDURE FOR UP-TO-DATE INFORMATION.

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